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August 21, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/29/01--01046--006
*****78.75 *****78.75

Dear Sir:

I am enclosing a copy of the articles of organization of Desalination Enterprises, LLC. We would like this company to be registered in the state of Florida. I am also enclosing a check for \$78.75 to cover the registration expenses. Thank you very much for your assistance.

Very truly yours,

Nicholas J. Maroulis
Nicholas J. Maroulis

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W01-20526

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 4, 2001

NICHOLAS J. MAROULIS
DESALINATION ENTERPRISES, LLC
1501 GULF BLVD. STE. 207
SAND KEY, FL 33767

SUBJECT: DESALINATION ENTERPRISES, LIMITED LIABILITY COMPANY
Ref. Number: W01000020526

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We have received your document for DESALINATION ENTERPRISES, LIMITED LIABILITY COMPANY and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$46.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Please note that this amount does not include a certificate or certified copy; if you would like such certification, please send the additional amount and indicate what you would like.

The registered agent must sign accepting the designation.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 801A00049903

ARTICLES OF ORGANIZATION OF DESALINATION ENTERPRISES, LIMITED
LIABILITY COMPANY

ARTICLE I—NAME

The name of the limited liability company shall be Desalination Enterprises, Limited Liability Company. The objectives and goals of Desalination Enterprises, Limited Liability Company, are

1. To perform studies/analyses of water requirements in specific countries/regions with particular emphasis and concentration in South East Europe.
2. To perform analyses of comparative benefits of different approaches to the water shortage problem, i.e., piping, diverting, collecting, solar stills, trucking/shipping, drilling, relocating, desalination.
3. To perform economic analyses to show short- and long-term cost-effectiveness of different approaches to the water shortage problem.
4. To analyze the economics of reverse osmosis vs. distillation of sea water.
5. To analyze the requirements of desalination plants for application to specific regions and localities.
6. To evaluate feed water resources of desalination plants for application to specific regions and localities.
7. To perform cost analyses of desalination plants.
8. To analyze desalination plant energy requirements and local energy resources.
9. To analyze water recovery requirements.
10. To analyze water quality requirements and compliance with local water quality regulations.
11. To analyze environmental and ecological impact of desalination plant installation.
12. For specific desalination plants to analyze: energy sources (generators, utility grid, solar, wind, fuel cells, hydropower, water treatment requirements)
13. To develop desalination plant financing scenarios.
14. To maintain awareness and keep abreast of desalination plant developments.
15. To keep informed of desalination plant companies worldwide.
16. To provide seminars and educational training on desalination process.
17. To develop logistics plans for desalination plants.
18. To assist in sales and contract negotiations of desalination plants
19. To formulate plans for local assembly of desalination plants.
20. To obtain exclusive representation of desalination plants and/or desalination plant components.

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ARTICLE II—ADDRESS

The mailing address and street address of the principal office of the company is 1501 Gulf Blvd. Ste. 207 Sand Key, FL 33767

ARTICLE III—DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV—REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Nicholas J. Maroulis 1501 Gulf Blvd. Ste. 207 Sand Key, FL 33767.

ARTICLE V—CAPITAL CONTRIBUTIONS

Each member of the company shall contribute to the capital of the company \$1000.

ARTICLE VI—ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII—ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless 51% of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII—MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of all the remaining members.

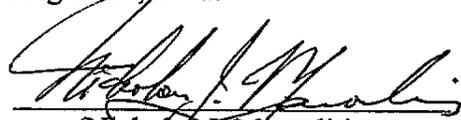
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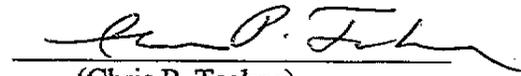
ARTICLE IX—MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are

NAME	ADDRESS
Nicholas J. Maroulis	1501 Gulf Blvd. Ste. 207, Sand Key, FL 33767
Chris P. Tsokos	1202 Parrilla de Avila Tampa, FL 33613

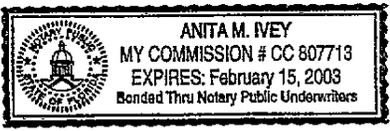
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Sand Key, Florida, on August 20, 2001.


 (Nicholas J. Maroulis)
 Member/Registered Agent


 (Chris P. Tsokos)
 Member *Nicholas J. Maroulis*

Sworn to and subscribed before me this Aug. 21, 2001, by Chris P. Tsokos


 Notary Public—State of Florida



Personally Known _____
 OR
 Produced Identification

Type of Identification Produced Florida Drivers license

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