

OCT. 26. 2001

Division of

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Florida Department of State

Division of Corporations

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Phone : (904) 359-2000
Fax Number : (904) 359-8700

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

aquila holdings llc

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**ARTICLES OF ORGANIZATION
OF
AQUILA HOLDINGS LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files these Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is Aquila Holdings LLC ("Company").

ARTICLE II - PURPOSES AND POWERS

The Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the Company in Florida is 800 Brickell Avenue, Suite 201, Miami, Florida 33131.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is F&L Corp., The Greenleaf Building, 200 Laura Street North, Jacksonville, Florida 32202.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer its 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 the members of the Company approve of the proposed transfer as provided in and subject to the regulations.

Richard J. Razook
Florida Bar No. 207470
Foley & Lardner
800 Brickell Avenue, Suite 201
Miami, Florida 33131
(305) 808-7910

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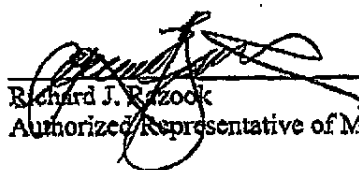
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ARTICLE VI - MANAGEMENT

The Company shall be managed by the manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization in Miami-Dade County, Florida, for the foregoing uses and purposes this 25th day of October, 2001.


Richard J. Razook
Authorized Representative of Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Aquila Holdings, LLC.
2. The name and address of the initial registered agent and office is F&L The Greenleaf Building, 200 Laura Street North, Jacksonville, Florida 32202.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: October 25, 2001.

F&L CORP, Registered Agent

By: Charles V. Hedrick
Charles V. Hedrick, Authorized Signatory

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