CAPITAL CO 417 E. Virginia Street, Str (850) 224-8870 • 1-80	ite 1 • Tallahassee	Florida 32301	100/2237 4000555547240
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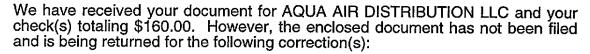
FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 16, 2002

CAPITAL CONNECTION, INC. 417 E. VIRGINIA STREET SUITE 1 TALLAHASSEE, FL 32301

SUBJECT: AQUA AIR DISTRIBUTION LLC

Ref. Number: W02000014233



The registered agent must sign accepting the designation.

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) 245-6094.

Agnes Lunt Document Specialist

Letter Number: 602A00031328

Corrected



ARTICLĖS OF ORGANIZATION OF

AQUA AIR DISTRIBUTION, L. L. C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be AQUA AIR DISTRIBUTION. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 27 Cove Lane, Eustis, Florida 32726.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. 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 STEVEN J. RICHEY, ESQUIRE, Steven J. Richey, P.A., 601 South Ninth Street, Leesburg, Florida 34748

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

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 - ADMISSIÓN 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 the 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 all 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 of 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 unanimous vote of the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager 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 name and address of the initial manager of the company are THOMAS J. MURPHY, North 4664 Old Ireland Way, Freedom, Wisconsin 54131.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Leesburg, Florida, on this __ day of May, 2002. __

THOMAS J. MURPET

DEAN P. MURPHY

Sworn to and subscribed before me on this ______ day of February, 2002, by THOMAS J. MURPHY, who is personally known to me (yes/no) or produced Florida Driver's License #_____ as identification.

M410- 8304-3214-06

Notary Public. Print Name:
My Commission Expires:

Donna Dowie Richey
MY COMMISSION # CC758059 EXPIRES
September 18, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

(Seal)

STATE OF FLORIDA COUNTY OF _____,

Sworn to and subscribed before me on this <u>15</u> day of May, 2002, by DEAN P. MURPHY, who is personally known to me (yes/no) or produced Wisconsin Driver's License # <u>M&10-1756-4372-00</u> as identification.

Notary Public. Print Name: My Commission Expires:

(Seal)

Donna Dowie Richer

VY COMMISSION # CC758059 EXPIRES
September 18, 2002

BONDED THRU TROY FAIN INSURANCE TING

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

STEVEN J. RICHEY, ESQUIRE

REGISTERED AGENT