L02-000012917

CHESSER, WINGARD, BARR & FLEET, P.A.

D. MICHAEL CHESSER*
HARRY E. BARR***
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OF COUNSEL
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JEROME A. ZIVAN++

May 20, 2002

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Florida Department of State Attn: Division of LLC's P.O. Box 6327 Tallahassee, FL 32314 400005598054--0 -05/22/02--01060--028 ****155.00 ****155.00

Re: AARDRAULICS HOSE AND HYDRAULICS, LLC

6-1-02

Dear Sir/Madam:

Please find enclosed the original Articles of Organization for Aardraulics Hose and Hydraulics, LLC, to be filed with your office along with a check in the amount of \$155.00 for Filing Fees, Designation of Registered Agent and a certified copy. Once filed, please return the certified copy to my attention at the Shalimar address above. If I can answer any questions, please feel free to contact me directly. Thank you.

Very truly yours,

William G. Kilpatrick, Jr.

EMAIL: bill:@bartfleet.com

Enclosures: as stated

WGK

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2 MAY 22 PN 12: 2:
ECRETARY OF STATE

F:\Bill\Corporations\Aardraulics Hose and Hydraulics, LLC\Secretary of State.ltr.wpd

*BOARD CERTIFIED REAL ESTATE LAWYER
**BOARD CERTIFIED CIVIL TRIAL LAWYER

*ALSO ADMITTED IN ALABAMA **ALSO ADMITTED IN GEORGIA

ARTICLES OF ORGANIZATION OF

AARDRAULICS HOSE AND HYDRAULICS, LLC

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02 NAY 22 PM 12:

SECRETARY OF STA
TALLAHASSEE, FLORE

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, sets forth the following:

ARTICLE I - NAME

The name of this limited liability company is AARDRAULICS HOSE AND HYDRAULICS, LLC (the "Company").

ARTICLE II - PERIOD OF DURATION

The period of duration of the Company shall be from the effective date of these Articles until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

ARTICLE III - EFFECTIVE DATE

The effective date of these Articles of Organization and the date in which the Company shall be deemed to exist shall be June 1, 2002.

ARTICLE IV - MAILING AND STREET ADDRESS OF INITIAL PRINCIPAL OFFICE OF COMPANY

The mailing and street address for the principal office of the Company is 6980 U.S. 1 North, Suite 101, St. Augustine, FL 32095.

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Company is H. BART FLEET, 1201 Eglin Parkway, Shalimar, FL 32579.

ARTICLE VI - ADDITIONAL MEMBERS

An interest of a Member of the Company may only be transferred or assigned to such as is provided in the Operating Agreement.

ARTICLE VII - CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained within thirty (30) days thereafter the consent of all the remaining Members of the Company to a continuation thereof.

ARTICLE VIII- MANAGEMENT

The Company is to be managed by an operating manager or managers, and is therefore a manager-managed limited liability company. The name and address of the initial operating manager

who is to serve as the operating manager until the first Annual Meeting of Members or until such party's successor is duly elected and qualified is Aaron B. Ray, whose address is 6980 U.S. 1 North, Suite 101, St. Augustine, FL 32095.

ARTICLE IX - AUTHORIZED REPRESENTATIVE

The name and address of the authorized representative for purposes of executing these Articles of Organization is H. Bart Fleet, 1201 Eglin Parkway, Shalimar, FL 32579.

IN WITNESS WHEREOF, the undersigned has executed these Articles on this 20 day of May, 2002, as the authorized representative for the Member(s) of the Company.

H. Bart Fleet.

Authorized Representative

OZ MAY 22 PM 12: 29
SECRETARY OF STATE

ACCEPTANCE BY THE REGISTERED AGENT

I, H. BART FLEET, hereby accept appointment as Registered Agent for the Limited Liability Company, AARDRAULICS HOSE AND HYDRAULICS, LLC, and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this 20th day of May, 2002.

H. Bart Fleet,

Registered Agent

O2 MAY 22 PM 12: 29
SECRETARY OF STATE
TALL ALLASSEE FLORIS

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