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ACCOUNT NO. : 072100000032

REFERENCE:

AUTHORIZATION:

COST LIMIT :

ORDER DATE : June 13, 2002

ORDER TIME : 11:39 AM

ORDER NO. : 622041-005

CUSTOMER NO: 121767A

CUSTOMER: Ms. Maria Elena Dieguez

Karp & Genauer, P.a.

Suite 1202

2 Alhambra Plaza

Coral Gables, FL 33134

DOMESTIC FILING

NAME:

POWERSPARES AERO, LLC

EFFECTIVE DATE:

300005765683--4

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

J. BRYAN JUN 1 5 2002

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PowerSpares Aero, LLC

ARTICLE II - Address:

MIN JUN 13 PH 7: 58 INTERPRETATIONS The mailing address and street address of the principal office of the Limited Liability Company is:

> One South Ocean Blvd., Suite 324 Boca Raton, Florida 33432

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Alhambra Registered Agents, Inc. Name 2 Alhambra Plaza, Suite 1202 Florida street address (P.O. Box NOT acceptable) Coral Gables, Florida 33134

City, State, and Zip

Having been named as registered agent and to accept service of process for the above sated 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, F.S.

ALHAMBRA REGISTERED AGENTS, INC. Registered Agent's Signature

Martin J. Genauer, Vice President

ARTICLE IV - Management (Check box, if applicable.)

Ma The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

daed if an effective date is requested)

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Martin J. Genauer

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional) \$ 5.00 Certificate of Status (Optional)