

GREENEBAUM
DOLL & McDONALD PLLC

Elaine T. Hackett
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September 26, 2002

VIA FEDERAL EXPRESS

Registration Section
Corporations Division
409 E. Gaines Street
Tallahassee, FL 32399

300008072159--1
-09/27/02--01041--005
****125.00 ****125.00

Re: Venice Water Resources, LLC

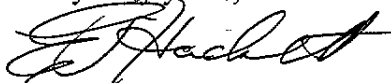
Dear Sir or Madam:

Enclosed for filing are two originals of the Articles of Organization of **Venice Water Resources, LLC**, along with a check in the amount of \$125.00 in payment of the filing fee and agent designation.

Please return a date stamped copy to me in the enclosed, self-addressed envelope.

If you have any questions or need additional information, please call me. Thank you for your assistance.

Very truly yours,

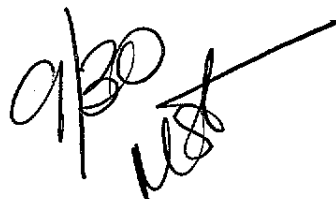


Elaine T. Hackett
Legal Assistant

/eth

cc: John H. Stites

02 SEP 27 AM 9:51
TALLAHASSEE, FLORIDA



ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Venice Water Resources, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

444 North Main Street, Suite A, Henderson, KY 42420 (street address)

P.O. Box 2052, Henderson, KY 42419-2052 (mailing address)

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

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

John M. Lloyd
Name
500 Gene Green Road
Florida street address (P.O. Box **NOT** acceptable)
Laurel FL 34272
City, State, and Zip

02 SEP 27 AM 9:51

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, F.S..

John M. Lloyd
Registered Agent's Signature

Article IV - Management (Check box if applicable.)

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

(An additional article must be added if an effective date is requested)

X John H. Stites, III
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.)

John H. Stites, III, Authorized Representative
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)