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LIMITED LIABILITY COMPANY

airguide acquisition, l.l.c.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION OF

AIRGUIDE ACQUISITION, L.L.C.

③
The undersigned hereby subscribes these Articles of Organization for the purposes of organizing a limited liability company under the laws of the State of Florida.

**I.
NAME**

The name of the limited liability company is Airguide Acquisition, L.L.C. (the "Company").

**II.
PURPOSE**

The purpose of the Company shall be to manufacture grilles, registers, diffusers and air handling products and to conduct all other business that a limited liability company can conduct under the laws of the State of Florida.

**III.
PRINCIPAL OFFICE**

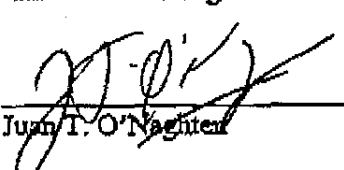
The mailing and street address of this Company's principal office shall be 7845 S.W. 67 Terrace, Miami, Florida 33143.

**IV.
REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent of this Company shall be Juan T. O'Naghten, whose business address is Suite 200, Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133, which shall be the registered office of this limited liability company.

**V.
MANAGEMENT BY MEMBER**

This Company shall be member-managed company. The initial Manager shall be Douglas C. Marty.


Juan T. O'Naghten

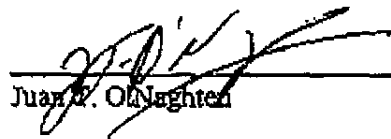
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**STATEMENT OF ACCEPTANCE
OF
REGISTERED AGENT OF
AIRGUIDE ACQUISITION, L.L.C.**

In accordance with the Florida Limited Liability Company Act, sections 608.407(1)(d) and 608.415(2), the undersigned hereby accepts the appointment as registered agent of the above captioned limited liability company. The registered agent further acknowledges that Suite 200 Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133 is the business office address of the registered agent, which will be the registered office of the limited liability company for the service of process.

Date: March 18, 2003



Juan P. O'Naghten

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