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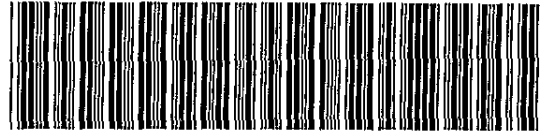
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December 5, 2003

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Florida Department of State
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: The Atlas Power Group of Florida, LLC
Articles of Organization

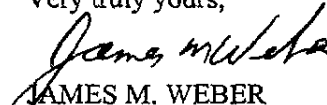
Dear Ladies and Gentlemen:

Enclosed please find the following:

1. The original and one copy of the Articles of Organization of The Atlas Power Group of Florida, LLC, which contains the registered office and registered agent statement.
2. Our check for \$155.00 to cover the filing fee, the designation of Agent, and certified copy.
3. Self-addressed envelope for your use in returning a certified copy to us.

Should you have any questions or require anything further from us, please call. Thank you for your attention to this matter.

Very truly yours,


JAMES M. WEBER
For the Firm

Enclosures
JMW:kcyj

ARTICLES OF ORGANIZATION
FOR
THE ATLAS POWER GROUP OF FLORIDA, L.L.C

Pursuant to the Provisions of Chapter 608 of the Florida Statutes, 2003, the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I

Name and Address

The name of the limited liability company is The Atlas Power Group of Florida, L.L.C. (The "Company"). The mailing address and the street address of the principal office of the limited liability company are:

303 Maldonado
Pensacola Beach, Florida 32561-2149

ARTICLE II

Duration

The term of duration of this Company shall be from the date of filing of these Articles of Organization with the Florida Department of State until the earlier to occur of the following:

- (1) The date upon which a dissolution of the Company occurs pursuant to the laws of the State of Florida, or
- (2) The date upon which a dissolution occurs pursuant to the terms of the Operating Agreement of the Company, as in effect on the date a dissolution occurs.

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STATE OF FLORIDA
TALLAHASSEE

ARTICLE III

Purposes

The company is formed for the purposes of owning, leasing, selling, purchasing, exporting, importing, and/or operating, and engaging in the business of advertising, marketing, selling, and installing, as applicable, all types of power and fuel generation, and/or production, power and fuel plants, and power and fuel equipment and facilities; the acquisition, ownership, operation, management, mortgaging, encumbering, selling, exchanging, leasing, developing or otherwise disposing of property (including real or personal property, tangible or intangible); participating in venture capital financing to the extent and in the manner permitted by applicable law; acquiring and holding various stocks, securities, bonds and other investment and property ownership interests; and the transaction of other lawful acts or activities for which limited liability companies may be organized pursuant to the Florida Limited Liability Company Statute. The Company is not to engage in any act or activity requiring any consents or approvals by law without such consent or approval being first obtained. In addition to the powers prescribed by law, the Company shall have the power to do all things necessary or convenient to accomplish its purpose and operate its businesses and affairs, all in accordance with applicable law.

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 303 Maldonado, Pensacola Beach, Florida, 32561-2149, and its registered agent at such address shall be Estill Lunsford.

ARTICLE V

Initial Members

The name and address of the initial members are:

NAME

ADDRESS

Estill Lunsford

303 Maldonado
Pensacola Beach, Florida
32561-2149

Georgenna M. Lunsford

303 Maldonado
Pensacola Beach, Florida
32561-2149

ARTICLE VI

Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the Company's Operating Agreement.

ARTICLE VII

CONTINUATION OF BUSINESS

The Company may be reconstituted and the business of the Company may be continued following an event of dissociation which terminates the membership of a member of the Company if (i) there is at least one remaining member, and (ii) the business of the Company is continued by the written consent of any remaining member or members, if any, within 90 days after the occurrence of the event of dissociation.

ARTICLE VIII

MANAGEMENT OF THE COMPANY

The management of the business and affairs of the Company shall be conducted by one manager in accordance with the terms and conditions of the Operating Agreement, as amended from time to time. The name and address of the initial manager who is to serve until his respective successors are elected and qualified is as follows:


NAME

ADDRESS

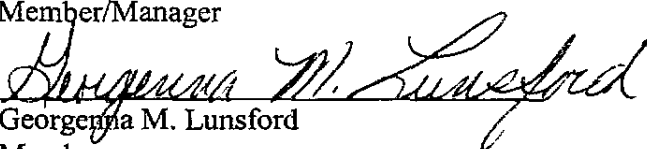
Estill Lunsford

303 Maldonado
Pensacola Beach, Florida
32561-2149

IN WITNESS WHEREOF, these Articles have been subscribed as of the 4th day of December, 2003, by the undersigned members, who affirm that the statements made herein are true and correct.



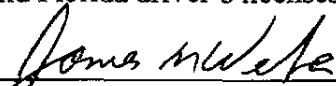
Estill Lunsford
Member/Manager



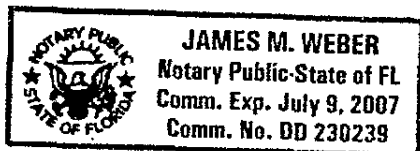
Georgenna M. Lunsford
Member

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing Articles of Organization were subscribed, sworn and acknowledged to and by Estill Lunsford, Member and Manager, and by Georgenna M. Lunsford, Member, on the 4th day of December, 2003. They produced valid Florida driver's licenses as identification.

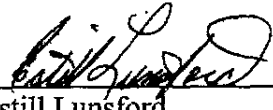


Notary Public, State of Florida at Large
My Commission Expires: July 9, 2007



REGISTERED AGENT ACCEPTANCE

Having been named as resident agent to accept service of process for the above stated Limited Liability Company at the address designated in the attached Articles, pursuant to the provisions of Section 608.415, Florida Statutes, 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.



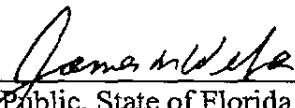
Estill Lunsford

Dated: 12/4/03

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing Registered Agent Acceptance was subscribed and sworn to before me by Estill Lunsford, on the 4th of December, 2003, who is personally known to me or who produced a valid Florida Driver's license as identification.



Notary Public, State of Florida
at Large
My Commission Expires: July 9, 2007

