

FROM HOLLAND & KNIGHT (AM)

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1 04:20:23/ST. 10:23/NO. 4260953842 P 1

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From: Account Name : HOLLAND & KNIGHT
Account Number : 072100000016
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K. Wheeler

LIMITED LIABILITY COMPANY

Hydropure Tech Systems, LLC

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**ARTICLES OF ORGANIZATION
OF
HYDROPURE TECH SYSTEMS, LLC
(a Florida Limited Liability Company)**

The undersigned Member of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Articles of Organization:

ARTICLE I

Name

The name of this Limited Liability Company is Hydropure Tech Systems, LLC (the "Company").

ARTICLE II

Duration

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist perpetually, unless terminated in accordance with the Company's operating agreement.

ARTICLE III

Purpose

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida or as otherwise provided in the Company's operating agreement.

ARTICLE IV

Address

The mailing address and street address of the principal office of the Company is 7804 Anderson Road, Tampa, Florida 33634.

04 FEB 11 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V

Registered Agent and Registered Office

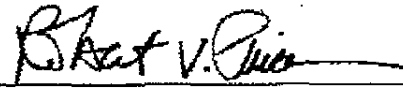
The Florida street address of the registered office of this Company shall be: 400 Palmetto Road, Bellair, Florida 33756-1434, and the initial registered agent at that address is Robert V. Price.

ARTICLE VI

Withdraw

In the event of the withdrawal (within the meaning of §608.427, Florida Statutes) of a Member pursuant to the express terms of the operating agreement, the Member shall be entitled to receive only the distributions and other payments expressly provided for in the operating agreement, regardless of whether such distributions and other payments equal the fair value of such withdrawing Member's interest in the Company as of the date of resignation (within the meaning of §608.427, Florida Statutes) of the Member from the Company.

IN WITNESS WHEREOF, the undersigned Member has signed these Articles of Organization this 10th day February, 2004.



Robert V. Price

04 FEB 11 AM 9:35
SECRETARY
ALLAHABAD

Registered Agent Acceptance

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 relative 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.



Robert V. Price, Registered Agent

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