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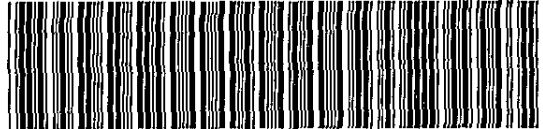
(Business Entity Name)

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05 JUL -5 PM 4:13
TALLAHASSEE, FLORIDA
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05 JUL -5 PM 2:32
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Florida Wastewater Systems, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Daniel W. Hartman
(Name of Person)

Ard, Shirley & Hartman, P.A.
(Firm/Company)

207 West Park Ave., Suite B
(Address)

Tallahassee, FL 32301
(City/State and Zip Code)

For further information concerning this matter, please call:

Daniel W. Hartman at (850) 577-6500
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|---|--|---|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
05 JUL -5 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FLORIDA WASTEWATER SYSTEMS, LLC**

FILED
05 JUL -5 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company shall be Florida Wastewater Systems, LLC (hereinafter referred to as "Company").

ARTICLE II - ADDRESS

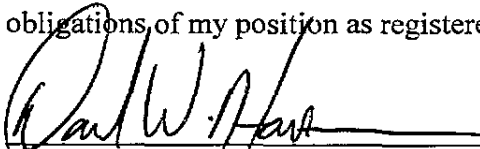
The mailing address and street address of the Company is: 13029 Middletown Industrial Boulevard, Suite 100, Louisville, Kentucky 40223.

ARTICLE III - REGISTERED AGENT AND OFFICE

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

Daniel W. Hartman, Esq.
Ard, Shirley & Hartman, P.A.
207 W. Park Ave., Suite B
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated herein, I hereby accept 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 F.S. Chapter 608.


Daniel W. Hartman, Organizer
Florida Wastewater Systems, LLC

7-5-05

Date

ARTICLE IV - MEMBER-MANAGERS

The rights and duties of each of the Member-Managers shall be enumerated in the Operating Agreement to be made and executed by the Member-Managers on a date subsequent to that set forth herein. The Operating Agreement to be executed shall recognize that Messrs. Powell and Rosenberg shall own Fifty Percent (50%) of Florida Wastewater Systems, LLC, and that the remaining Fifty Percent (50%) shall be owned by the remaining four (4) Member-Managers. The Member-Managers of Florida Wastewater Systems, LLC are as follows:

Gregory E. Powell, Member-Manager
13029 Middletown Industrial Boulevard
Suite 100
Louisville, Kentucky 40223

Alex Rosenberg, Member-Manager
13029 Middletown Industrial Boulevard
Suite 100
Louisville, Kentucky 40223

Charles L. Pickney, Jr., Member-Manager
13029 Middletown Industrial Boulevard
Suite 100
Louisville, Kentucky 40223

Thomas R. Pickney, Member-Manager
13029 Middletown Industrial Boulevard
Suite 100
Louisville, Kentucky 40223

William E. Pickney, Member-Manager
13029 Middletown Industrial Boulevard
Suite 100
Louisville, Kentucky 40223

Robert J. Pickney, Member-Manager
13029 Middletown Industrial Boulevard
Suite 100
Louisville, Kentucky 40223

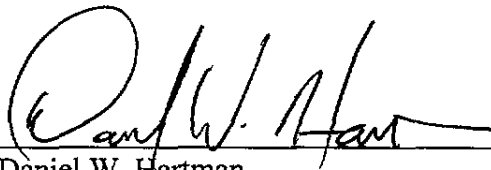
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, Florida Wastewater Systems, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is: Florida Wastewater Systems, LLC.
2. The name and address of the registered agent in Florida are:
Daniel W. Hartman
Ard, Shirley & Hartman, P.A.
207 W. Park Ave., Suite B
Tallahassee, Fl 32301

The undersigned, being the person named in the Articles of Organization of Florida Wastewater Systems, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

DATED this 5th day of July, 2005.


Daniel W. Hartman
Registered Agent