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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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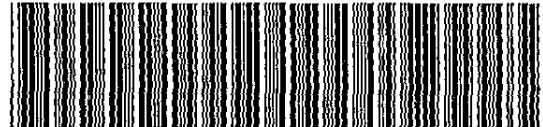
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

LN 12/13/05

EFFECTIVE DATE
01/01/06

TAX, ACCOUNTING & FINANCIAL ASSOCIATES, INC.

December 8, 2005

Department of State - Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Request for Simultaneous Transaction
Aqua - Terra Dynamics, LLC to Eldin Hotic, LLC
Charter #: L03000011708
&
Aqua -Terra Dynamics, LLC
New Florida Limited Liability Company

We are the tax accountants and Power of Attorney for the above named entities.
Please find enclosed the following **to be processed in the following order:**

1) Amended Articles of Organization for Aqua - Terra Dynamics, LLC, which change the nature of the business, and the name to:

Eldin Hotic, LLC

2) New Articles of Incorporation for the now available:

Aqua - Terra Dynamics, LLC

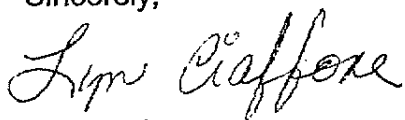
Effective date of the above is to be: January 1, 2006

Fees in the amount of \$55.00 (filing fee plus certified copy fee) for the amendment and \$125.00 (filing fee and registered agent fee) for the new company filing are enclosed.

Please contact our office if additional information is needed. Expedited attention would be appreciated.

Thank you.

Sincerely,



Lyn Ciaffone
Tax, Accounting & Financial Associates, Inc.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
AQUA - TERRA DYNAMICS, LLC
a Limited Liability Company

The undersigned hereby certify that we have associated ourselves for the purpose of forming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such Limited Liability Company.

ARTICLE I - NAME

The name of the company is AQUA - TERRA DYNAMICS, LLC, (The "Company").

ARTICLE II - ADDRESS OF PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is: 4720 S.E. 15th Avenue, #212, Cape Coral, FL 33904.

ARTICLE III - PERIOD OF DURATION

Unless dissolved earlier in accordance with the laws of the State of Florida or the Regulations of the Company, the Company shall exist perpetually.

ARTICLE IV - EFFECTIVE DATE

The Company is to be effective and begin operation on January 1, 2006. The Company will not carry on any business activity until the stated date.

EFFECTIVE DATE
01/01/06

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ARTICLE V - RESTRICTIONS ON MEMBERSHIP

Members may admit additional Members upon the unanimous agreement of the then existing Members. Contributions required of the new members shall be determined as of the time of admission to the Limited Liability Company. A member's interest in the Limited Liability Company may be sold or otherwise transferred buy only as provided in the Regulations.

ARTICLE VI - MANAGEMENT

The Company is to be managed by Manager(s) as more particularly provided in the Company's Regulations. The name and address of the initial Manager(s) of the Company, who is/are to serve as Manager(s) until the first annual meeting of Members or until successors are elected and qualified, pursuant to the Company's Regulations, is/are as follows:

Eldin Hotic, P.E., Inc.
605 S.E. 20th Street
Cape Coral, FL 33990
and

Scott R. Vaughn, P.E., Inc.
116 S.E. 23rd Terrace
Cape Coral, FL 33990

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ARTICLE VII - INITIAL OPERATING CAPITAL/ CAPITAL CONTRIBUTIONS

Initial Operating Capital/Capital Contributions shall be \$1,000.00, contributed as follows:

Eldin Hotic, P.E., Inc. representing 50%
Scott R. Vaughn, P.E., Inc. representing 50%

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Certificate designating the registered office at 809 Walkerbilt Road, Suite 5, Naples, FL 34110 for the service of process within Florida, naming agent upon whom may be served:

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that AQUA - TERRA DYNAMICS, LLC desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of Cape Coral, State of Florida, has named Thomas Wanderon located at 809 Walkerbilt Road, Suite 5, Naples, FL 34110, as its agent to accept service of process within Florida.

Signed: Eldin Totun
Title: Managing Member
Date: 12-2-05

Having been named to accept service of process for the above state Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signed: [Signature]
Date: 12-2-05

ARTICLES IX - CONTINUITY OF BUSINESS

The Company shall continue until the earlier of: the unanimous written agreement of all Members to dissolve the Company; the cessation of the Company's business; the bankruptcy or receivership of the Company; or the death, bankruptcy or dissolution of a Member or upon the occurrence of any other event which terminates the continued Membership of a Member in the

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Company, unless, upon such event, the business of the Company continued by the consent of all of the remaining Members of the Company.

Executed by the undersigned at Naples, Florida on the 02 day of December, 2005.

Eldin Hotic

Eldin Hotic, on behalf of Eldin Hotic, P.E., Inc.
4720 S.E. 15th Avenue, #212
Cape Coral, FL 33904,
Member

Executed by the undersigned at Naples, Florida on the 02 day of December, 2005.

Scott R. Vaughn

Scott R. Vaughn, on behalf of Scott R. Vaughn, P.E., Inc.
4720 S.E. 15th Avenue, #212
Cape Coral, FL 33904,
Member

In accordance with Florida Statutes 608.408(3), the execution of these Articles of Organization constitutes an affirmation under the penalties that the facts stated herein are true.

STATE OF FLORIDA
COUNTY OF COLLIER

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TALLAHASSEE, FLORIDA

The foregoing instrument was sworn to and acknowledged before me this 2nd day of December, 2005, by Eldin Hotic & Scott R. Vaughn, on behalf of AQUA - TERRA DYNAMICS, LLC, a Limited Liability Company.



Lisa Marie Lamb-Babin-Romano
MY COMMISSION # 0024680 EXPIRES
August 11, 2006
BONDED THRU TITLY RAIN NOTARY INC

Lisa Marie Lamb-Babin-Romano

Name:

Notary Public