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# FISHER, RUSHMER, WERRENRATH, DICKSON, TALLEY & DUNLAP, P.A.

# ATTORNEYS AT LAW

20 NORTH ORANGE AVENUE, SUITE 1500 POST OFFICE BOX 712 ORLANDO, FLORIDA 32802-0712 (407) 843-2111 TELEFAX (407) 422-1080 WEBSITE: www.fisherlawfirm.com

June 5, 2008

James M. Talley Internet Address: JTALLEY@FISHERLAWFIRM.COM

Registration Section Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

RE: Newell Engineering & Environmental Services, LLC

Dear Sir/Ms.:

Enclosed please find the original Articles of Incorporation of Newell Engineering & Environmental Services, LLC for filing with the State of Florida, Division of Corporations, along with a check in the amount of \$125.00 to cover the cost of filing.

Sincerely

James M. Talley

Thank you for your assistance in this regard.

JMT/rh

**Enclosures** 

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# ARTICLES OF ORGANIZATION

OF

Newell Engineering & Environmental Services, L.L.C.

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

#### ARTICLE I -- NAME

The name of the limited liability company shall be Newell Engineering & Environmental Services L.L.C. ("Company").

#### ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 215 W. Ocean Ave., Boynton Beach, FL 33435

#### ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

#### ARTICLE IV -- REGISTERED OFFICE AND AGENT

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

Nathan Lawrence Newell 215 W. Ocean Ave. Boynton Beach, FL 33435

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the company the

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

## ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall not be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company.

#### ARTICLE IX -- MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Nathan Lawrence Newell, who at the time or the initial filing of these Articles of Organization is also the sole member of the Company. Mr. Newell's principal address as of the date of these Articles of Organization is 215 W. Ocean Ave., Boynton Beach, FL 33435.

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Newell Engineering & Environmental Services L.L.C., a Florida limited liability company, in the foregoing Articles of Organization, I hereby agree to act in that capacity, and, on behalf of , to accept service of process for Newell Environmental Services L.L.C and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

	W.	<u> </u>		
Ī	Nathan Lawrence New	ell		
	has made and subscriber, 2008  Name of Organizer  Nathan Lawrence News	SECRETARY OF S	E2333 JUN -9 P 2: 2:	

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this \_\_\_\_\_ day of June, 2008 by Nathan Lawrence Newell as the organizer of Newell Engineering & Environmental Services, L.L.C. and as its registered agent.

Notary Public State of Florida

Shires Stark

Print, Type, or Stamp

Commissioned Name of Notary Public

REGISTERED AGENT:

Personally Known OR Produced Identification

Type of Identification Produced MA

SHIRLEY STARK
Notary Public - State of Fiorida
Ny Commission Expires Mar 22, 201
Commission # DD 634796
Bonded Through National Notary Assa