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FLORIDA/FOREIGN LIMITED LIABILITY CO.

GREAT WATERS, LLC

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APR 1.7 2009

3/27/2009

EXAMINER

1. 003

ARTICLES OF ORGANIZATION

OF

GREAT WATERS OF THE WORLD, LLC

ARTICLE 1 - NAME

The name of the Limited Liability Company is GREAT WATERS OF THE WORLD, LLC, (hereinafter, "Limited Liability Company").

ARTICLE 2 - ADDRESS

The street address of the principal office of this Limited Liability Company shall be: 225 W. Virginia Avenue, Punta Gorda, FL 33950

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ARTICLE 3 - REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the registered agent of this Limited Liability Company is:

Timothy M. O'Keefe, 225 W. Virginia Avenue, Punta Gorda, FL 33950

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, 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.

Timothy M. O'Keefe, Registered Agent

limothy M. O'Keele, Registered Agent

Timothy M. O'Keefe, President Aqua-Food Technologies, Inc.

Organizing Member