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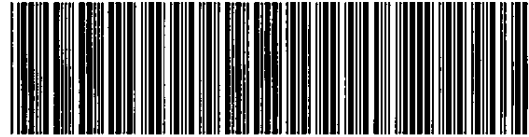
(Business Entity Name)

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T. HAMPTON

JUN 28 2010

EXAMINER

LAW OFFICES  
**CASEY CIKLIN LUBITZ MARTENS & O'CONNELL**  
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

LINDA DICKHAUS AGNANT, P.A.  
BRUCE G. ALEXANDER, P.A.  
JERALD S. BEER, P.A.  
JOHN D. BOYKIN, P.A.  
RAMSAY J. BULKELEY  
JESSICA M. CALLOW  
PATRICK J. CASEY, P.A.  
RICHARD R. CHAVES, P.A.  
PATRICIA M. CHRISTIANSEN, P.A.  
ALAN J. CIKLIN, P.A.  
ROBERT L. CRANE, P.A.  
RONALD E. CRESCENZO, P.A.  
JEFFREY M. GARBER, P.A.  
ASHLEY N. GIROLAMO  
JASON S. HASELKORN, P.A.

CHRISTINE M. HOKE  
W. JAY HUNSTON, III  
RICHARD A. JAROLEM, P.A.  
BRIAN B. JOSLYN, P.A.  
GREGORY S. KINO, P.A.  
CHARLES A. LUBITZ, P.A.  
RICHARD L. MARTENS, P.A.  
BRIAN M. O'CONNELL, P.A.  
PHIL D. O'CONNELL, P.A.  
CHARLES L. PICKETT  
NICHOLAS J. PURVIS  
MATTHEW N. THIBAUT, P.A.  
DEAN VEGOSEN, P.L.  
GARY WALK, P.A.  
JOHN R. YOUNG, P.A.

PHILLIP D. O'CONNELL, SR. (1907-1987)

-----  
OF COUNSEL  
MICHAEL J. MONCHICK, P.A.  
MICHAEL J. KENNEDY, P.A.  
KEVIN D. WILKINSON, P.A.  
-----

515 NORTH FLAGLER DRIVE, STE. 1900  
WEST PALM BEACH, FLORIDA 33401-4343  
TELEPHONE: (561) 832-5900  
FACSIMILE: (561) 833-4209

June 21, 2010

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Neg-A-Watts, LLC

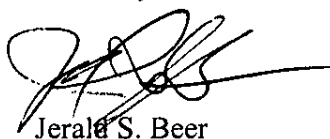
Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Organization with reference to the above-captioned limited liability company, and our \$125.00 check for filing.

Please file same and return the date-stamped copy to me in the self-addressed stamped envelope provided.

If you should have any questions or require any additional information, please feel free to contact me at (561) 832-5900. Thank you for your cooperation in this matter.

Sincerely,



Jerald S. Beer

JSB/mre  
Encl.

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**ARTICLES OF ORGANIZATION  
OF  
NEG-A-WATTS, LLC**

We, the undersigned natural persons competent to contract, hereby organize and form a limited liability company under and pursuant to Chapter 608, Florida Statutes as follows:

**ARTICLE 1.**

**Name of Limited Liability Company**

The name of this limited liability company shall be NEG-A-WATTS, LLC.

**ARTICLE 2.**

**Period of Duration**

The existence of the Company shall be perpetual from the date of filing these Articles with the Department of State unless terminated by vote of the members.

**ARTICLE 3.**

**Purpose**

The Company is organized for the purpose of developing products for saving energy and to market such products internationally as well as transacting any and all lawful business which limited liability companies may transact pursuant to Chapter 608, Florida Statutes.

**ARTICLE 4.**

**Place of Business and Registered Agent**

The street address and mailing address of the initial business office of the Company is 741 Orange Avenue, Daytona Beach, Florida 32114, and the name and address of the initial registered agent of the Company is JERALD S. BEER, ESQ. c/o Casey Ciklin, et al, 515 N. Flagler Drive, 18<sup>th</sup> Floor, West Palm Beach, Florida 33401. The Company shall have the privilege of having offices at other places within or out of the State of Florida and within or out

of the United States of America. The Company may, at its discretion, at any time, change the address of its place of business.

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#### **ARTICLE 5.**

##### **Continuation of Business**

The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, bankruptcy of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

#### **ARTICLE 6.**

##### **Management**

Management of the Company is reserved to a Management Board currently consisting of STEVEN B. FISH, EARL MALISOFF and ANDREW RISSO, who shall serve as the managers of this Company until such time as one or more managers or other manger(s) are designated in accordance with the Operating Agreement of the Company. The Management Board's address shall be the same address as the Company.

#### **ARTICLE 7.**

##### **Indemnification of Members and Manager**

Except in the case of gross negligence or willful or wanton behavior, the Company shall indemnify and save harmless every manager and member of the Company from all costs and expense incurred by him, her or it in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he, she or it is made a party as a result of having been a member of or manager of this Company.

**ARTICLE 8.**

**Substitution of Members**

The interest of the initial members of the Company may be transferred or assigned to third parties who shall be successor members in their place and stead.

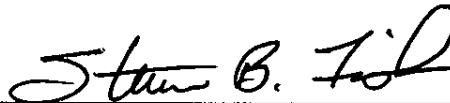
**ARTICLE 9.**

**Counterparts**

These Articles may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all of which taken together shall constitute one and the same instrument and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart. Multiple signature pages for the members may be attached to a counterpart of these Articles.

In witness of the foregoing, I have hereunto set my hand and seal this 9th day of June, 2010.

**STEVEN B. FISH and DIANE C. FISH,**  
tenants by entirety, Members (40%)



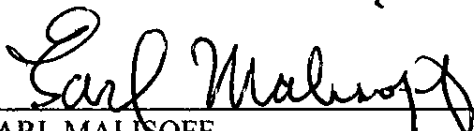
STEVEN B. FISH




DIANE C. FISH

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**EARL MALISOFF and LINDA MALISOFF,**  
Tenants by Entirety, Member (40%)

  
EARL MALISOFF

  
LINDA MALISOFF

  
ANDREW RISSO, Member (20%)

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 608, Florida Statutes, the following is submitted, in compliance with said Act:

That NEG-A-WATTS, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, has named JERALD S. BEER, ESQ., c/o Casey, Ciklin, et al, 515 North Flagler Drive, West Palm Beach, West Palm Beach County, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
JERALD S. BEER, ESQ.

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