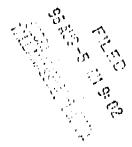
Law Office of Terence Matthews

(Nartered 6190-26th Street West, Suite G) (Bradenton, Florida 84207 (813) 755-8583 Fax (813) 753-8479



August 1, 1996

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, Florida 32301

900001913139 -08/06/96--01003--002 ****285.00 ****285.00

Re: Articles of Organization of

ECOLOGICAL TECHNOLOGIES AND MANAGEMENT, L.L.C.

Dear Ladies:

Please find enclosed the original and a duplicate copy of the Articles of Organization of this proposed limited liabilty company and the Acceptance of the Registered Agent and Affidavit of Membership and Contributions.

Will you kindly endorse your approval of the Articles of Organization certify and return same to us at your earliest convenience.

I am enclosing a check payable to your order in the sum of \$285.00 to cover the filing fees.

Thank you for your attention to this matter.

Sincerely,

Cheryl Todt

Legal Assistant to

Terence Matthews

Encl.

ARTICLES OF ORGANIZATION OF ECOLOGICAL TECHNOLOGIES AND MANAGEMENT, L.L.C.

ARTICLE I

Name

The name of the limited liability company ("Company" is ECOLOGICAL TECHNOLOGIES AND MANAGEMENT, L.L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 13620 Golf Course Road, Post Office Box 972, Parrish, Florida 34219.

ARTICLE III

Duration

The company shall dissolve on the expulsion of any of its members.

ARTICLE IV

Registered Agent and Office

The name of Company's initial registered agent in Florida is OTTO M. BUNDY. The address of Company's registered office in Florida is 13620 Golf Course Road, Parrish, Florida 34219.

ARTICLE V

Management

The Company is to be managed by a manager. The initial manager will serve until the first annual meeting of the members. The initial Manager is identified as OTTO M. BUNDY, whose address is 13620 Golf Course Road, Parrish, Florida.

ARTICLE VI

Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

Continuation of Business

The remaining members of the Company have the right to continue the business on the death, retirement, bankruptcy, or resignation of a member.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this $\frac{29 \, \text{fb}}{\text{day}}$ of $\frac{1996}{\text{day}}$, 1996 at Bradenton, Florida.

ů,

OTTO M. BUNDY

NAUTILUS ENVIRONMENTAL

SERVICES, INC.

OTTO M. BUNDY, President

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ECOLOGICAL TECHNOLOGIES & MANAGEMENT, L.L.C. deposes and says:

- 1. The above named limited liability company has at least two members.
- 2. The total amount of cash contributed by the members is \$10,000.00.
- 3. The agreed value of property other than cash contributed by members is \$ 00.00. A description of the property is attached and made a part of this Affidavit.
- .4. The total amount of cash or property anticipated to be contributed by members is \$40,000.00. This total includes amounts from 2 and 3 above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this Affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.

OTTO M. BUNDY, Affiant

STATE OF FLORIDA

Before me, a Notary authorized to take acknowledgment in the state and county set forth above, personally appeared OTTO M. BUNDY and OTTO. M. BUNDY, President of Nautilus Environmental Services, Inc., known to me to be the person signing these Articles of Organization, and acknowledged before me that he/she executed these Articles of Organization.

Notary Public Padl

MY COMMISSION # CC 299966 EXPIRES: August 25, 1997 Bondod Thru Notary Public Underwriters

Personally known (____) or identification used:

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

- 1. The name of the limited liability company is ECOLOGICAL TECHNOLOGIES & MANAGEMENT, L.L.C.
- The name and address of the registered agent and office is OTTO M. BUNDY, 13620 Golf Course Road, Parrish, Florida 34219.

service of process for the above-named 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 my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 7/29/96

OTTO M. BUNDY, Registered Agrint

12/17/9 1 OFL CIE IV IN COCKED STATEM ELECTRONIC FILING COVER SHEET

(((H96000017693 9)))

TO: DIVISION OF CORPORATIONS FAX #1 (904) 922-4000

FROM: BLALOCK, LANDERS, WALTERS AND VOGLER, P.A. ACCT#:

076666003611

CONTACT: JOHN WICKMAN
PHONE: (941)748-0100 FAX #:

(941) 745-2093

NAME: ECOLOGICAL TECHNOLOGIES AND MANAGEMENT, L.L.

AUDIT NUMBER...... 196000017683

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CERT. OF STATUS..0
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conore V Linde LAW OFFICER

BLALOCK, LANDERS. WALTERS AND VOCLER. P. A.

LIBA B HAUWELL
ROWDAT C. BLARACK
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DANA C. URNTRY
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CHARLES F. MOINNON III
ETWALD YNOLER III
CLIFFORD L. WALTERS
JAMBE R WILTH
ROUN H WICKMAN
MICHAELD WYCROPS

802 II^A STREET WEST BRADENTON, PLOHIDA 34205

TELEPHONE (941) 748 - 0100 PAX (941) 745 - 2093

C STILARY LANGUES (1612-1664)

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23 FACSIMILE COVER PAGE

DATE:

December 1996

TO:

Division of Corporations

FIRM: FAX#:

(904) 922-4000

FROM:

John Wickman

Our File No.: 23479.001

RE:

Fax Audit Number: H96000017683

of Pages:

(including cover sheet)

MESSAGE:

ORIGINAL TO FOLLOW: __YES __ NO

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IF YOU DO NOT RECEIVE ALL THE PAGES, PLEASE CALL (941) 748-0100.

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Becretary of State

December 20, 1996

ECOLOGICAL TECHNOLOGIES AND MANAGEMENT, L.L.C. POST OFFICE BOX 972 PARRISE, FL 34219

SUBJECT: ECOLOGICAL TECHNOLOGIES AND MANAGEMENT, L.L.C. REF: L96000000841

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The FAX audit number must be on the top and bottom of each page of the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 50 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Lindu Stitt Corporate Specialist FAX Aud. #: #96000017683 Letter Number: 896A00056860

CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION OF ECOLOGICAL TECHNOLOGIES & MANAGEMENT, L.L.C.

Pursuant to \$608.411, Fin. Stat. (1995), the undersigned Member(s), after being duly sworn. do(cs) hereby execute this Certificate of Americanent to the Articles of Organization of ECOLOGICAL TECHNOLOGIES AND MANAGEMENT, L.L.C. filed on August 5, 1996, in order to amend and supplement said Articles and hereby depose(s) and state(s) as follows:

- The name of the limited liability company is: ECOLOGICAL TECHNOLOGIES AND MANAGEMENT, L.L.C.
- The date of filing of the articles of organization of the limited liability company is: August 5, 1996.
- Article I of the Articles of Organization is hereby amended to state that the name of the limited liability company is ECOTECH INTERNATIONAL, L.C.
- All other provisions, or parts thereof, of the Articles of Organization of the limited liability company which are not modified by this Certificate of Amendment to the Articles of Organization shall remain in full force and offset, and the same are hereby reconfirmed.

IN WITNESS WHENEOF, this Certificate of Amendment to the Articles of Organization is executed this 10 day of Nevember 1996.

	OTTO M. BUNDY, Member	
128211	NAUTILUS ENVIRONMENTAL SERVICES Ploridi porposition, Member	
	OTTO M. BUNDY, President	
STATE OF FLORIDA COUNTY OF MANATEE		SECRE
The foregoing instrument was subscribed and and an President of Nautius binvironmental Services, in who is personally known to me.	a. a Floride corporation.	SS 25
voluntarily for the purposes therein expressed.	(32)10	PEST :
	My Done College 17	
My Commission Highest Propured by:	NOTARY PUBLIC - STATE OF FLORIDA	
	Commission No.	