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October 29, 1997

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***285.00 ***285.00

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

RE: **WORLDWIDE FILTER COMPANY, INC.**

Gentlemen:

Enclosed please find an original and one copy of Articles of Organization, Affidavit of Membership and Contributions, and Acceptance of Registered Agent with respect to the above named corporation.

Please file the original Articles, Affidavit and Acceptance, and forward one conformed copy to the undersigned in the envelope provided. Our check in the amount of \$285.00, in payment of the filing and registered agent fee is enclosed.

Thank you.

Very truly yours,

W. Thomas Lovett
W. THOMAS LOVETT

WTL/kl
Enclosures

L97-1212

Name Availability	OK 11-4
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION OF
WORLDWIDE FILTER COMPANY, 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 WORLDWIDE FILTER COMPANY, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 70 Station Street, Oviedo, Florida 32765.

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 of the Company in the State of Florida is W. THOMAS LOVETT, ESQ., 200 East Robinson Street, Suite #500, Orlando, Florida 32801.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit A.

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.

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ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved upon 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, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

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 provision 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 C. WILLIAM HIDER, 260 Rippling Lane, Winter Park, Florida 32789.

IN WITNESS WHEREOF the undersigned organizers have made and subscribed these Articles of Organization at Winter Park, Orange County, Florida on this 28th day of OCTOBER, 1997.

C. William Hider
C. WILLIAM HIDER

C. William Hider
C. WILLIAM HIDER - APPLICANT

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STATE OF FLORIDA
COUNTY OF ORANGE

Before me the undersigned Notary Public, this day personally appeared C. WILLIAM HIDER, who is personally known to me, and who did not take an oath, deposed and said that he has read the foregoing and that according to his knowledge the facts and matters contained therein are true and correct, and that he has executed same for the purposes expressed therein.

WITNESS MY HAND and OFFICIAL SEAL this 28th day of OCTOBER, 1997.

W. Thomas Lovett
Notary, Public, State of Florida
My Commission Expires:

W. THOMAS LOVETT
Notary Public, State of Florida
My Comm. Expires Aug. 15, 1998
Comm. No. CC400471

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED MEMBER or authorized representative of that member of
WORLDWIDE FILTER COMPANY, 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
\$ 1,000.00.
3. If any, the agreed value of property other than cash contributed by members is
-0-. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by members
is \$1,000.00. This total includes amounts from #2 and #3 above.

FURTHER AFFIANT SAYETH NOT.

Date: OCTOBER 28, 1997

C. William Hider
C. WILLIAM HIDER

STATE OF FLORIDA
COUNTY OF ORANGE

Before me the undersigned Notary Public, this day personally appeared C. WILLIAM
HIDER, who is personally known to me, and who did not take an oath, deposed and said that
he has read the foregoing and that according to his knowledge the facts and matters contained
therein are true and correct, and that he has executed same for the purposes expressed therein.

WITNESS MY HAND and OFFICIAL SEAL this 28th day of OCTOBER, 1997

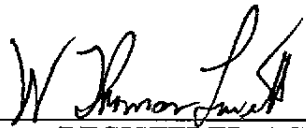
W. Thomas Lovett
Notary, Public, State of Florida
My Commission Expires:

W. THOMAS LOVETT
Notary Public, State of Florida
My Comm. Expires Aug. 15, 1998
Comm. No. CC400471

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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED being the person named in the Articles of Organization of WORLDWIDE FILTER COMPANY, L.C., as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization and accepts the appointment of Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of Registered Agent.



REGISTERED AGENT

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