

COOLANT TREATMENT SYSTEMS LLC

2741 Ardenia Lane
Naples, Florida 34109

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MEMORANDUM

DATE: September 14, 1998

TO: Florida Secretary of State

FROM: Jeffrey C. Burnham, Ph.D.
Vice President, Coolant Treatment Systems LLC

RE: Filing of Articles of Organization for Coolant Treatment Systems LLC

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Greetings:

I enclose herewith:

1. Original Articles of Organization for Coolant Treatment Systems LLC, executed by me as a Member.
2. The Acceptance of Appointment as Registered Agent of Coolant Treatment Systems LLC.
3. Coolant Treatment Systems LLC's check payable to Department of State in the amount of \$337.50, which is calculated as follows:

- Filing fee = \$250.00
- Plus \$35.00 for appointment of Registered Agent
- Plus \$52.50 for certified copy of Articles of Organization.

4. Affidavit pursuant to F.S. Section 608.407,

Please file these enclosures and return the certified copy to me at the above address. I may be reached at the above telephone number if there are any questions. The other contact person with respect to this filing is Jerry E. Barton at the same telephone number and address.

Thank you for your attention to these documents.

DISINFECTION & MICROBIAL CONTROL

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Name	CR 9-16
Availability	CR 9-16
Document Examiner	CR 9-16
Updater	CR 9-16
Updater Verifier	CR 9-16
Acknowledgment	CR 9-16
W. P. V. R.	CR 9-16

**ARTICLES OF ORGANIZATION OF
COOLANT TREATMENT SYSTEMS LLC**

The undersigned, acting as the organizing Member of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for said limited liability company:

ARTICLE I – NAME OF LIMITED LIABILITY COMPANY

The name of this limited liability company shall be Coolant Treatment Systems LLC.

ARTICLE II – PERIOD OF DURATION

The period of duration of this limited liability company shall commence on SEPTEMBER 14 1998, and shall continue until dissolved pursuant to Chapter 608 of the Florida Statutes.

ARTICLE III – MAILING ADDRESS AND PRINCIPAL OFFICE

The principal place of business and mailing address of the L.L.C. shall be 2741 Ardisia Lane, Naples, FL 34109.

ARTICLE IV – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent for service of process of the L.L.C. is Philip Martinetti at Cheffy, Passidomo, Wilson & Johnson and the address of such registered agent is 821 Fifth Avenue South, Suite 201 Naples, FL 34102. The Board of Managers of the L.L.C. may, from time to time, designate another agent or office.

ARTICLE V – MANAGEMENT

This limited liability company shall be managed by a Board of Managers, comprised of "Managing Members" who are both Managers and Members and also Managers who are not Members. The initial Managing Member shall have the authority to appoint all other Managers. The name and address of the initial Managing Member is:

<u>Name</u>	<u>Address</u>
J. D. Campbell	P.O. Box 413005, #310 Naples, FL 34101

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ARTICLE VI – PURPOSE

The purpose of the L.L.C. shall be to engage in the development of technology, and the manufacture, sale and service of equipment for the disinfection of metal-working fluids or any other purpose permitted by Florida law.

ARTICLE VII – INDEMNIFICATION

This limited liability company shall indemnify the Managing Members and other Managers, or any former Managing Member or Manager, to the full extent permitted by law.

ARTICLE VIII – ORGANIZING MEMBER

The name and address of the Member of the limited liability company signing these Articles of Organization is:

Name

Address

Jeffrey C. Burnham

2741 Ardisia Lane
Naples, FL 34109.

ARTICLE IX – ADMISSION OF NEW MEMBERS

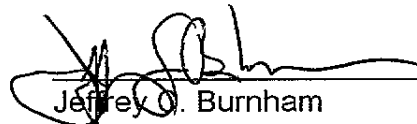
Additional persons may be proposed by the Board of Managers and admitted to the L.L.C. as Members with the prior written consent of the existing Members holding not less than seventy-five percent (75%) of the L.L.C. voting power; provided, however, that: (1) All interests offered for sale shall be subject to a right of first refusal in the existing Members in proportion to their then holdings in the L.L.C.; and, (2) prior to December 31, 2000, the Board of Managers may propose to sell Capital Units of up to Five Hundred Thousand Dollars (\$500,000.00) in proceeds to the L.L.C., where the proposed new Members are purchasing their interest at a fair consideration to the L.L.C. of at least Ten Thousand Dollars (\$10,000) per each Capital Unit with the prior written approval of existing Members holding not less than fifty-one percent (51%) of the L.L.C. voting power. Any rights of first refusal shall be deemed satisfied if notice of the proposed addition of new members or member is communicated to each existing Member with a ten (10) business day period within which to commit in writing to the purchase of such equity interest on the same terms and same conditions as so communicated. In the event that new members are admitted as provided in this section, new Capital Units shall be created and issued to them, and all Members holding interests prior to such admission shall have their interests diluted ratably by such new members.

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ARTICLE X – CONTINUATION OF LIMITED LIABILITY COMPANY

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member of the L.L.C., the L.L.C. shall be dissolved unless the remaining Members or Member holding at least fifty-one percent (51%) of the L.L.C. voting power shall give written consent to continue the business of the L.L.C..

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization at Naples, Florida this 14 day of SEPTEMBER, 1998.


Jeffrey O. Burnham

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above-described limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Florida Statutes Sec. 608.415.


Philip Martinetti, Cheffy, Passidomo, Wilson & Johnson

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**AFFIDAVIT
PURSUANT TO F. S. SECTION 608.407**

The undersigned, being a Member of Coolant Treatment Systems LLC (the "LLC"), a Florida limited liability company to-be-formed hereby deposes and says:

1. The LLC has at least two (2) Members.
2. The amount of cash contributed by the Members is Fifteen Thousand Dollars (\$15,000).
3. There is no property other than cash contributed by the Members at the date of this Affidavit.
4. The amount anticipated to be contributed by the Members is at least an additional Two Hundred Eighty Five Thousand Dollars (\$285,000) in cash and property valued at One Hundred Eighty Five Thousand Dollars (\$185,000).

Further Affiant sayeth not.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit this 14th day of September, 1998.



Jeffrey O. Burnham, Member

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