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LOWNDES DROSDICK

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4003

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KAREN L DIDEA

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NAME: FLOMET LLC

AUDIT NUMBER.....H98000017974

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1 PAGES..... 4

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$346.25

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ATTORNEY: 427

CLIENT: 064011

MATTER: 61080

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY,
September 28, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

GAIL S. ANDRE

Direct Dial: 407/418-6203

9/28

Name	MGT
Availability	MGT
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ARTICLES OF ORGANIZATION

OF

FLOMET LLC

ARTICLE I - NAME

The name of this limited liability company is FLOMET LLC (the "Company").

ARTICLE II - DURATION

The duration of the Company shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 870 Flightline Boulevard, DeLand, Florida 32784.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 215 North Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent of the Company at that address is Bradford D. West.

ARTICLE V - MANAGEMENT

The Company shall be managed by one or more Managers who need not be Members. The initial Manager of the Company, who shall serve until the first annual meeting of the Members or until his successors are elected and qualify in accordance with the Regulations and Operating Agreement, and the address of such Manager, are as follows:

Arian Clayton

9515 Cadbury Circle
Indianapolis, IN 46260

This document was prepared by:
BRADFORD D. WEST, ESQUIRE
Florida Bar Number: 769525
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
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ARTICLE VI - REGULATIONS AND OPERATING AGREEMENT

The management and affairs of the Company shall be conducted in accordance with the Regulations and Operating Agreement of the Company adopted by the Members, as the same may be amended, from time to time, in accordance with the terms thereof.

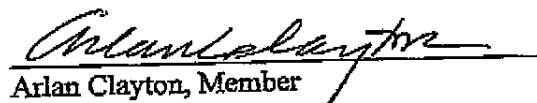
ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The Members of the Company shall have the right to admit additional Members under the terms and conditions set forth in the Regulations and Operating Agreement of the Company.

ARTICLE VIII - CONTINUATION

The remaining Members of the Company have the right to continue the business 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 in the Company.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization this 25th day of September, 1998.


Arlan Clayton, Member

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

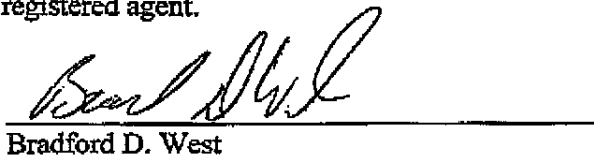
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statements to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is FLOMET LLC.
2. The name and Florida street address of the registered agent and office are:

Bradford D. West
215 North Eola Drive
Orlando, Florida 32801


Arlan Clayton, Member

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.


Bradford D. West

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of FLOMET LLC, deposes and says:

1. FLOMET LLC, a Florida limited liability company (the "Company") has at least one (1) member.
2. The total amount of cash contributed by the Member(s) of the Company is \$649,840.
3. The Member(s) have not contributed property other than cash to the Company.
4. The total amount of cash or property anticipated to be contributed by the Member(s) of the Company is \$ -0-.
5. The total of the amounts listed in Paragraphs 2, 3 and 4 is \$649,840.


Arlan Clayton, Member

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

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