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Quarles & Brady LLP

David L. Petersen's Direct Line:
(941) 434-4959

April 29, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Source Chemical, L.L.C.

100002860651--4
05/03/99--01129--011
****285.00 ****285.00

Gentlemen:

Enclosed please find the following regarding the above-referenced limited liability company:

1. an original and one copy of the Articles of Organization;
2. check in the amount of \$285.00; and
3. self-addressed stamped envelope.

Please file the Articles of Organization and return a date-stamped copy to me in the enclosed envelope.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Quarles & Brady LLP



David L. Petersen

DLP:jmk

Enclosures

Via Federal Express

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
5/4/99
5/4/99

**ARTICLES OF ORGANIZATION OF
SOURCE CHEMICAL, L.L.C.**

The undersigned member hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be **SOURCE CHEMICAL, L.L.C.**, (the "Company").

ARTICLE II

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this Company shall be 16316 Bristol Pointe Drive, Delray Beach, Florida 33446.

ARTICLE III

REGISTERED AGENT

The name and address of the initial registered agent in the State of Florida is as follows:
Naples-Lawdock, Inc., 4501 North Tamiami Trail, Suite 300, Naples, Florida 34103.

ARTICLE IV

DURATION

This Company shall exist until December 31, 2049, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the Regulations adopted by the members.

ARTICLE V

MANAGEMENT

The Company will be managed by a manager in accordance with the Company's regulations. The name and address of the initial manager is as follows:

NAME

Charlse Watt Chemical, Inc.

99000035556

ADDRESS

16316 Bristol Pointe Drive
Delray Beach, FL 33446

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TALLAHASSEE, FLORIDA

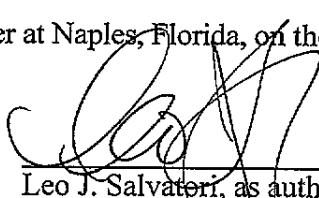
ARTICLE VI
MEMBERSHIP

The Manager shall have the right to admit new members upon making such contributions as are set out in the Regulations, and otherwise complying with and agreeing to the terms and provisions of the Regulations. Additional members may also be admitted by the affirmative vote or two-thirds of the membership.

ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The existence of the Company shall continue, notwithstanding the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company.

Executed by the undersigned member at Naples, Florida, on the 28th day of April, 1999.

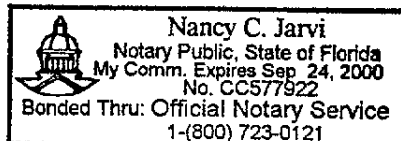


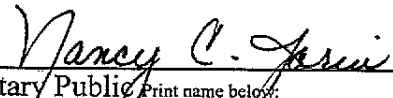
Leo J. Salvatori, as authorized agent and
attorney-in-fact for
Charlse Watt Chemical, Inc.
16316 Bristol Pointe Drive
Delray Beach, FL 33446

State of Florida
County of Collier

This foregoing instrument was acknowledged before me this 28th day of April, 1999, by Leo J. Salvatori, as authorized agent and attorney-in-fact for Charlse Watt Chemical, Inc. He is personally known to me.

NOTARY SEAL





Notary Public, Print name below:
NANCY C. JARVI

My commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **SOURCE CHEMICAL, L.L.C.**

The name of the initial registered agent of the limited liability company is Naples-Lawdock, Inc., and the address of the office of the registered agent is 4501 North Tamiami Trail, Suite 300, Naples, Florida 34103.

REGISTERED AGENT ACCEPTANCE

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 that 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.

NAPLES-LAWDOCK, INC., a Florida
corporation

By: _____

Leo J. Salvatori, as Vice President

Date: April 28, 1999

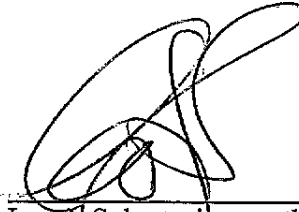
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
SOURCE CHEMICAL, L.L.C.**

Before me, the undersigned authority, personally appeared Steven Charlse, a Member of **SOURCE CHEMICAL, L.L.C.**, who, being first duly sworn deposes and says:

1. That the limited liability company known as **SOURCE CHEMICAL, L.L.C.** has at least one (1) member.
2. The total amount of cash contributed by members of **SOURCE CHEMICAL, L.L.C.** is TWENTY THOUSAND (\$20,000) cash.
3. The total of cash and property anticipated to be contributed by members is Twenty Thousand Dollars (\$20,000) cash.

Further, Affiant sayeth naught.



Leo J. Salvatori as authorized agent and
attorney-in-fact for
Charlse Watt Chemical, Inc.
16316 Bristol Pointe Drive
Delray Beach, FL 33446

State of Florida
County of Collier

This foregoing instrument was acknowledged before me this 28th day of April, 1999, by Leo J. Salvatori, as authorized agent and attorney-in-fact for Charlse Watt Chemical, Inc. He is personally known to me.

NOTARY SEAL



Notary Public Print name below:

Joan M. Kavcak

My commission expires:

FILED
99 MAY -3 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA