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LIMITED LIABILITY COMPANY

johnson controls-hill llc

L99-4521

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Estimated Charge	$337.50

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July 23, 1999

KAREN A. FEAGLE
FOLEY & LARDNER
P.O. BOX 240
JACKSONVILLE, FL 32202

SUBJECT: JOHNSON CONTROLS-HILL, L.L.C.
REF: W99000017066

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain the names and street addresses of the members or managers of the limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H99000018229
Letter Number: 999A00037857

Fax Audit No. H99000018229

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR JOHNSON CONTROLS-HILL, L.L.C.

The undersigned, a member of Johnson Controls-HILL, L.L.C., a Florida limited liability company (the "Company"), deposes and says as follows:

1. The Company has at least one member.

2. The total amount of cash contributed by the member(s) is $1,000

3. The agreed value of property other than cash contributed by the member(s) is $-0-.

4. The amount of cash or property anticipated to be contributed by member(s) is $100,000, which amount includes the amounts stated in paragraphs 2 and 3 above.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit of Membership and Contributions as of the 20th day of July 1999.

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JOHNSON CONTROLS WORLD SERVICES INC.

By: Robert M. Carter
Name: Robert M. Carter
Title: Secretary

Fax Audit No. H99000018229

ARTICLES OF ORGANIZATION OF

JOHNSON CONTROLS-HILL, L.L.C.

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for Johnson Controls-HILL, L.L.C. (the "Company"):

1. **Name and Principal Place of Business**. The name of the Company is Johnson Controls-HILL, L.L.C., and its mailing address and principal office shall be located at 7315 North Atlantic Avenue, Cape Canaveral, Florida, 32920.

2. **Commencement and Duration of Existence**. The Company shall exist perpetually from the date of its commencement, which shall be the date of filing of these Articles with the Florida Secretary of State. The Company's existence shall terminate in the manner provided by law or as provided in the operating agreement adopted by the member(s) of the Company.

3. **Purposes and Powers**. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. **Initial Registered Agent**. The name and address of the initial registered agent in Florida for the Company is:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

5. **Admission of Additional Members**. Additional members may be admitted as members of the Company upon unanimous agreement of the then existing member(s) of the Company.

6. **Continuation of Business**. Upon 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 the remaining member(s) shall have the right to elect, within 90 days after the occurrence of such event, to continue the business of the Company.

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Prepared by: Karen A. Feagle (FL Bar No. 123315)
Foley & Lardner
P.O. Box 240
Jacksonville, FL 32202
Telephone No. (904)359-2000
Fax Audit No. H99000018229

7. **Management**. The Company is to be manager - managed by a Management Board of Directors. The name and address of the initial representatives constituting the Management Board of Directors are the following:

Lawrence H. Hare - 7315 N. Atlantic Avenue, Cape Canaveral, FL 32920

Dale D. Tyler - 7315 N. Atlantic Avenue, Cape Canaveral, FL 32920

James E. Kaylor - 7315 N. Atlantic Avenue, Cape Canaveral, FL 32920

David Rosenblum - 7315 N. Atlantic Avenue, Cape Canaveral, FL 32920

Any person dealing with the Company may conclusively rely on a certificate signed by the Chair of the Management Board of Directors and the General Manager of the Company as to the authority of any officer of the Company to act on behalf of the Company and without further inquiry may rely upon the authority of any officer to perform and act and execute and deliver any instrument for the Company.

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, a member of the Company, has executed these Articles of Organization as of July 20, 1999.

JOHNSON CONTROLS WORLD SERVICES INC.

By: Robert Carter

Name: Robert M. Carter

Title: Secretary

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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 STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Johnson Controls-HILL, L.L.C.

2. The name and address of the registered agent and office is:

C T Corporation System
(Name)

c/o C T Corporation System, 1200 South Pine Island Road
(P.O. Box not acceptable)

Plantation, Florida 33324
(City/State/Zip)

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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.

Barbara A Burke
(Signature)

7-21-99
(Date)

Barbara A. Burke, Special Assistant Secretary

FILING FEE: $ 35 for Designation of Registered Agent

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