

L99000005536

August 9th, 1999

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700002956557--2
-08/11/99-01013-001
****337.50 ****337.50

Dear Sirs:

Enclosed please find documents re the formation of ABO FILTERTECHNIK
(USA) LLC.

The enclosed fee is broken down as follows:

Filing Fee for Articles of Organization and Affidavit	\$250.00
Designation of Registered Agent	\$ 35.00
Certified Copy	\$ 52.50
TOTAL OF CHECK	\$337.50

Thanking you kindly



Lee McKenzie
10691 N. Kendall Dr. # 102
Miami, Fl 33176

FILED
SEP -2 AM 8:30
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

L99-5536

Name	9-3
Availability	
Document Examiner	
Updater	
Updater Verifier	
W. P.	



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 13, 1999

LEE MCKENZIE
10691 N. KENDALL DR. #102
MIAMI, FL 33176

SUBJECT: ABO FILTERTECHNIK (USA) LLC
Ref. Number: W99000018774

We have received your document for ABO FILTERTECHNIK (USA) LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

On article IV the individual must be titled manager or managing member.,

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

Letter Number: 399A00040969

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SEP -2 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

for

ABO FILTERTECHNIK (USA) LLC

ARTICLE 1: NAME

The name of the Limited Liability Company is:
ABO FILTERTECHNIK (USA) LLC

ARTICLE II: ADDRESS

The mailing address and street address of the principal office of ABO Filtertechnik (USA) LLC is: 10691 N. Kendall Drive, Suite 102, Miami, Florida, 33176, USA

ARTICLE III: DURATION

The period of duration for ABO FILTERTECHNIK (USA) LLC shall be perpetual.

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CLERK OF COURT
STATE OF FLORIDA
MIAMI

ARTICLE IV : MANAGEMENT

ABO FILTERTECHNIK (USA) LLC is to be managed by the
MANAGER - Lee McKenzie - 10691 N. Kendall Drive., Suite 102,
Miami, Fl. 33176, USA

ARTICLE V : ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be:

- 1) With the approval of the CEO and two (2) other major shareholders, holding not less than 10% of the company's shares.

ARTICLE VI : MEMBERS RIGHTS TO CONTINUE BUSINESS

ABO FILTERTECHNIK (USA) LLC will continue to operate in the event a Member of ABO FILTERTECHNIK (USA) LLC resigns, retires, or any occurrence of any event that terminates membership the remaining members have first option to purchase these shares.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII : AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of ABO
FILTERTECHNIK (USA) LLC certifies:

- 1) The above named Limited Liability Company has at least four
members, listed as follows:

(1)

LEE MCKENZIE

10691 N. Kendall Dr., # 102,
Miami, Fl. 33176, USA

(2)

BRIAN CORNETT

Kleenoil House, High Street
South Milford,
Leeds LS25 5AA, U.K.

(3)

DAVID HOWLETT

Durmersheimer Str. 34
76185 Karlsruhe
Germany

(4)

FRIEDRICH FISCHER

Ludwig-Frischhut-Str 11
84341 Pfarrkirchen
Germany

- 2) The total amount of cash presently contributed by each member
is \$1,500.00 each
- 3) The total amount of cash anticipated to be contributed by
members is \$50,000.00

Signature of Member.....(Manager)
Lee McKenzie

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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 to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is:
ABO FILTERTECHNIK (USA) LLC
2. The name and the Florida street address of the registered agent are:

Lee McKenzie
9745 SW 155 Court
Miami, Fl. 33196

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.


.....
Signature

09 SEP-2 AM 8:30
SECRETARY OF STATE
TAMM
FILED