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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

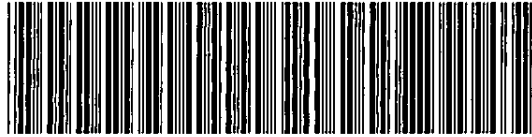
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10 JAN 21 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

left msg.
1/7/10

N. Outigan JUN 2 - 2009

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AQUION HOLDINGS, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Edward Meil

(Name of Person)

AQUION HOLDING, LLC

(Firm/Company)

2080 E. LUNT AVENUE

(Address)

ELK GROVE VILLAGE, IL 60007-5606

(City/State and Zip Code)

For further information concerning this matter, please call:

Edward Meil

(Name of Person)

at

847-437-9400

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 2, 2009

EDWARD MEIL
2080 E. LUNT AVENUE
ELK GROVE VILLAGE, IL 60007-5606

SUBJECT: AQUION HOLDINGS, LLC
Ref. Number: W09000025703

We have received your document for AQUION HOLDINGS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$4, 377.50..

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) 245-6067.

Neysa Culligan
Regulatory Specialist II

Letter Number: 909A00018492



December 29, 2009

Florida Dept. of State, Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Ref. Number W09000025703
Registration of Aquion Holdings LLC as Foreign Limited Liability Company -

Dear Sir / Madam:

In conjunction with our application to register as a foreign *Limited Liability Company*, I have enclosed the following:

- Application by Foreign LLC for Authorization to Transact Business in Florida
- Copy of Letter from Florida Dept of State
- Check for \$4,377.50

Please contact me if you have any questions regarding this application - Edward Meil, Controller, (847) 758-5971, emeil@aquion.com.

Very Truly Yours,

Edward Meil



January 12, 2010

Florida Dept. of State, Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Ref. Number W09000025703
Registration of Aquion Holdings LLC as Foreign Limited Liability Company -

Dear Sir / Madam:

Per my discussion on January 7, 2010, with Brenda from your office, I understand that the late registration penalty referenced in my letter of December 29, 2009, has been reduced to \$877.50.

I have enclosed a check for this amount.
I understand that you will be returning our previously issued check # 195875 in the amount of \$4,377.50.

Please contact me if you have any questions or need any other information - Edward Meil, Controller, AWTP, LLC (847) 758-5971, emeil@aquion.com.

Very Truly Yours,

Edward Meil

FL

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. AQUION HOLDINGS, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members of adopting the alternative name. The alternate name must include "Limited Liability Company," "L.L.C.," "L.L.C.")

2. DELAWARE 3. 76-0808336
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 12/09/05 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. December 2005
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 2080 E. LUNT AVENUE
ELK GROVE VILLAGE, IL 60007-5606
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

REEVE B. WAUD, MATTHEW W. CLARY, WENDY CHRONISTER

560 OAK AVENUE LAKE FOREST IL 60045

THOMAS J. MCDONOUGH 1230 N. STATE PKWY CHICAGO IL 60610

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: SALES

Eduard Meil
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Eduard Meil

Typed or printed name of signee

FILED
10 JAN 21 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FL

**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:

AQUION HOLDINGS, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL

33324

City/State/Zip

FILED
10 JAN 21 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, Florida Statutes.

Bernadette McNamara

(Signature)

Bernadette McNamara
Assistant Secretary

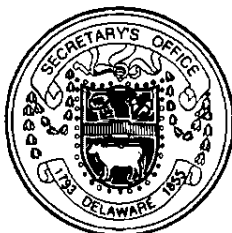
\$100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AQUION HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF MAY, A.D. 2009.



4074918 8300

090377862

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7296143

DATE: 05-12-09