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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

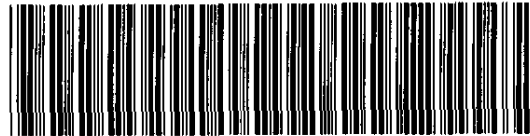
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

C. LEWIS

OCT 27 2010

EXAMINER

LAW OFFICE
OF
JONATHAN R. BLACK, P.C.

WHITING PLACE, UNIT 6
210 WHITING STREET
HINGHAM, MA 02043

(781) 740-4250
Fax: (781) 740-4450
email: jonathan.black@lawyer.com

October 25, 2010

Via Overnight Delivery

Ms. Carolyn Lewis
Division of Corporations
Florida Department of State
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Application by Foreign Limited Liability Company for Authorization to Transact
Business in Florida
Water Recovery, LLC

Dear Ms. Lewis:

Per our telephone conversation on October 18, enclosed please find the application materials and check for \$160.00 to qualify Water Recovery, LLC, a Delaware limited liability company, to transact business in the State of Florida.

I have enclosed a Consent to Use Name signed by Water Recovery, LLC, a Florida limited liability company. As we discussed, "Florida Water Recovery, LLC" will change its name after the sale of its assets to Delaware Water Recovery, LLC which is expected to take place in November.

Please call if you have any questions.

With best wishes.

Very truly yours,


Jonathan R. Black, P.C.

JRB/tm
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Water Recovery, 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:

Attorney Jonathan R. Black

Name of Person

Firm/Company

210 Whiting Street, Suite 6

Address

Hingham, MA 02043

City/State and Zip Code

jonathan.black@lawyer.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jonathan R. Black

Name of Person

at (781) 740-4250

Area Code & Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Registration Section
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

AGREEMENT RE: USE OF ENTITY NAME

The undersigned, WATER RECOVERY, LLC, a Florida limited liability company ("WRLLC"), and MORAN ENVIRONMENTAL RECOVERY, LLC, a Delaware limited liability company ("MER"), hereby agree as follows:

1. MER's affiliate, Water Recovery, LLC, a Delaware limited liability company (Delaware File No. 4885060) (the "Delaware Entity"), may use the entity name "Water Recovery, LLC," in the State of Florida and may qualify to transact business in the State of Florida using such entity name.

2. In the event that the transactions contemplated by that certain proposed Asset and Limited Liability Company Purchase Agreement among MER, WRLLC and 1819 Albert Street, LLC, are not consummated by the parties, MER agrees, on behalf of itself and the Delaware Entity, promptly to transfer to WRLLC in writing all rights to use the name "Water Recovery, LLC," and to change the name of the Delaware Entity to a name dissimilar to "Water Recovery, LLC," in return for payment from WRLLC to MER in the amount of One Dollar (\$1.00).

DATED this 21 day of October, 2010.

WITNESSES:

Maria Taylor
Type or Print Name: Maria Taylor

Leslie Dettler
Type or Print Name: Leslie Dettler

WATER RECOVERY, LLC,
a Florida limited liability company

By: [Signature]
Name: Steven T. Jenkins
Title: Manager

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WITNESSES:

Maria Taylor
Type or Print Name: Maria Taylor

Leslie Dettler
Type or Print Name: Leslie Dettler

MORAN ENVIRONMENTAL RECOVERY,
LLC, a Delaware limited liability company

By: [Signature]
Name: Brian J. House
Title: President

**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. Water Recovery, 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 adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 90-0621944

(FEI number, if applicable)

4. October 14, 2010

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. November 2010

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

7. 251 Levy Road

Atlantic Beach, FL 32233

(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:

Brian House, Bill Muller, Jim Murray, Robert Zammito

251 Levy Road

Atlantic Beach, FL 32233

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: Waste water
treatment/oil recycling



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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Brian J. House

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

Water Recovery, LLC

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

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

Robert Callahan

(Name)

1819 Albert Street

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

Jacksonville,

FL 32202

City/State/Zip

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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.


(Signature)

\$ 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

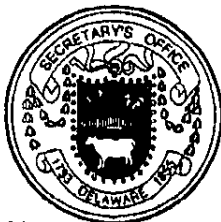
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WATER RECOVERY, 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 NINETEENTH DAY OF OCTOBER, A.D. 2010.

4885060 8300

101006902

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8297377

DATE: 10-19-10