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Donna O'Bryan  
Senior Paralegal

May 19, 1999

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Indiana Office

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New Albany, IN 47150

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Nashville Office

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VIA UPS OVERNIGHT

Florida Secretary of State  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: AquaPerfect of Florida, LLC

Dear Sir or Madam:

Enclosed for filing are:

- \* Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for AquaPerfect of Florida, LLC;
- \* Affidavit of Membership and Contributions of Foreign Limited Liability Company;
- \* Certificate of Designation of Registered Agent/Registered Office;
- \* A Certificate of Existence from the Kentucky Secretary of State; and
- \* A check in the amount of \$285.00 in payment to your fees.

Please return a file-stamped copy of this Application to my attention in the enclosed overnight envelope. Thank you for your assistance in this matter.

Sincerely,

*Donna O'Bryan*  
Donna O'Bryan  
Senior paralegal

Enclosures

Copies to Ms. Debbie Boyle  
Mr. H. Powell Starks

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TALLAHASSEE, FL

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 25, 1999

BROWN, TODD & HEYBURN  
%DONNA O'BRYAN  
400 W. MARKET ST., 32DN FL  
LOUISVILLE, KY 40202-3363

SUBJECT: AQUAPERFECT OF FLORIDA, LLC  
Ref. Number: W99000012123

We have received your document for AQUAPERFECT OF FLORIDA, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

LIMITED LIABILITY COMPANIES LIST MANAGING MEMBERS MGRM OR MANAGERS MGR NOT OFFICERS. PLEASE LIST THE PERSON ON RECORD AS ONE OR THE OTHER.,

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 399A00028694

59 JUN -14 AM 8:36

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**RESOLUTION OF MANAGING MEMBERS OR MANAGERS**

I, the undersigned Jim A. Kincer, Sr.  
(Name)

do hereby certify that this Resolution of the Managing Members or Managers of

AquaPerfect of Florida, LLC

(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of the State of

Kentucky

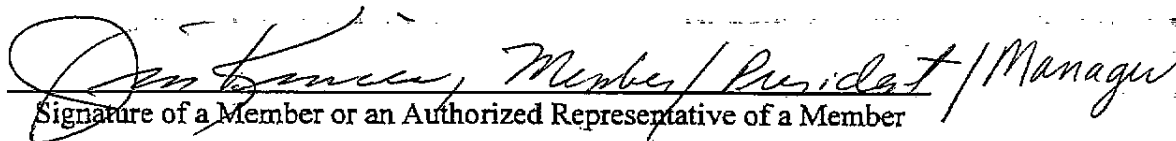
, was duly adopted on May 28, 1999.

Be it resolved, that AquaPerfect of Florida, LLC  
(Name of Limited Liability Company)

organized and existing in the state of Kentucky, hereby adopts the

name of AquaPerfect of Florida, LLC for use in Florida.

Dated: May 28, 1999

  
Signature of a Member or an Authorized Representative of a Member

1/16/98

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**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. AquaPerfect of Florida, LLC<sup>1</sup>  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Kentucky  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 59-3551827  
(FEI number, if applicable)
4. 1-20-99  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 1-20-99  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 11003 Bluegrass Pkwy Suite 420  
Louisville KY 40299  
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Jim A. Kincer, Jr</u>	<u>Manager</u>		
<u>224 Central Pkwy Suite 1014</u>			
<u>Altamonte Springs FL 32714</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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DIVISION OF STATE RECORDS

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

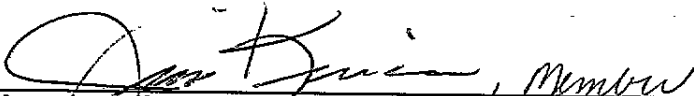
The undersigned member or authorized representative of a member of Aqua Perfect  
of Florida, LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$20,000.00;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_;  
(A description of the property is attached and made a part hereto.)  
and

4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$20,000  
(This total includes amounts from 2 and 3 above.)

 Member

**Signature of a member or an authorized representative of a member.**  
(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

Jim Kincer

Typed or printed name of signee

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SECRETARY OF STATE  
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TALLAHASSEE, FLORIDA

**Filing Fee: \$250.00 for Application and Affidavit**

**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:

Agua Perfect of Florida, LLC

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

Jim A Kincer Jr.  
(Name)

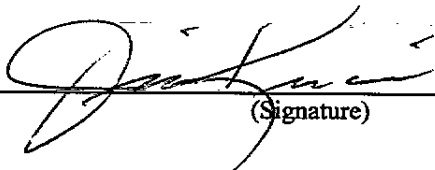
224 Central PKwy Suite 1014  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Altamonte Springs FL 32714  
City/State/Zip

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OFFICE OF CORPORATIONS

*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)

**Filing Fee: \$ 35 for Designation of Registered Agent**



**John Y. Brown III**  
**Secretary of State**

**Certificate of Existence**

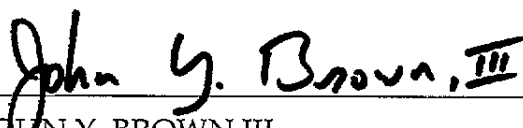
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

**AQUAPERFECT OF FLORIDA, LLC**

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is January 20, 1999.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 18<sup>th</sup> day of May, 1999.

  
JOHN Y. BROWN III  
Secretary of State  
Commonwealth of Kentucky  
Tmorgan/0468014

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DIVISION OF CORPORATIONS  
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