

**ARTICLES OF ORGANIZATION
OF
ULTRA PURE WATER TECHNOLOGIES, LLC**

(Under Section 1705.04 of the Ohio Revised Code)
Limited Liability Company

The undersigned, desiring to form a limited liability company, under Chapter 1705 of the Ohio Revised Code, does hereby state the following:

- FIRST:** The name of said limited liability company shall be **Ultra Pure Water Technologies, LLC**
- SECOND:** The period of existence of this limited liability company shall be perpetual.
- THIRD:** The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is:

9099 Cherry Blossom Lane
Cincinnati, Ohio 45231

IN WITNESS WHEREOF, I have hereunto subscribed my name, this 12th day of April, 1999.

Signed: Bruce A. Hunter
Bruce A. Hunter, Organizer

ORIGINAL APPOINTMENT OF AGENT

(for limited liability company)

The undersigned, being the organizer of Ultra Pure Water Technologies, LLC, hereby appoints Corporate Statutory Services, Inc. to be the agent upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The complete address of the agent is:

Corporate Statutory Services, Inc.
255 E. Fifth Street, Suite 2400
Cincinnati, Ohio 45202

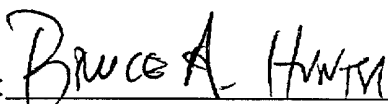


Bruce A. Hunter

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for Ultra Pure Water Technologies, LLC, hereby acknowledges and accepts the appointment of agent for said limited liability company.

CORPORATE STATUTORY
SERVICES, INC.

By: 

Bruce A. Hunter, Vice President

KATZ, TELLER, BRANT & HILD

A LEGAL PROFESSIONAL ASSOCIATION

2400 CHEMED CENTER
255 EAST FIFTH STREET
CINCINNATI, OHIO 45202-4724
(513) 721-4532
TELECOPIER NO. (513) 721-7120

REUVEN J. KATZ
JEROME S. TELLER
GUY M. HILD
ROBERT A. PITCAIRN, JR.
ROBERT E. BRANT
RONALD J. GORET
STEPHEN C. KISLING*
JAMES F. MCCARTHY, III
ANDREW R. BERGER**
MARK J. JAHNKE

WILLIAM F. RUSSO
JOHN R. GIERL
BRUCE A. HUNTER**
BRADLEY G. HAAS
DANIEL P. UTT
CYNTHIA L. GIBSON**
SUZANNE PRIEUR LAND
TEDD H. FRIEDMAN
SHEILA K. CHRISTIE***
WIJDAN JREISAT

ROBERT S. FLETCHER
JOEL S. BRANT
JACK J. DEFEVERS
OF COUNSEL
JOSEPH A. BRANT

*ALSO ADMITTED IN FLORIDA
**ALSO ADMITTED IN KENTUCKY
***ALSO ADMITTED IN MAINE

April 13, 1999

VIA CERTIFIED MAIL

Secretary of State of Ohio
Corporations Division
30 East Broad Street, 14th floor
Columbus, Ohio 43266-0418

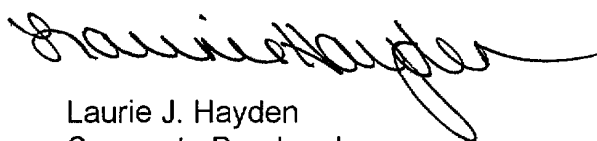
Re: Ultra Pure Water Technologies, LLC

Dear Sir or Madam:

I am enclosing for **expedited** filing Articles of Organization and Original Appointment of Agent on behalf of the above-referenced limited liability company and our firm's check in the amount of \$95.00 to cover the filing fee.

Please forward evidence of this filing directly to my attention at the above address. Thank you for your assistance.

Sincerely,



Laurie J. Hayden
Corporate Paralegal

Enclosure

cc: Bruce A. Hunter, Esq., w/enclosure

	DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1.	4/19/1999	199910901898	LCA ARTICLES OF ORGANIZATION/DOM. LIMITED LIABILITY C	85.00	10.00	0.00	0.00	0.00
			TOTAL	85.00	10.00	0.00	0.00	0.00

Return To:
KATZ,TELLER,BRANT & HILD
ATTN L J HAYDEN
255 E FIFTH ST #2400
CINCINNATI, OH 45202-4724

-----cut along the dotted line-----



The State of Ohio
❖ *Certificate* ❖

Secretary of State - J. Kenneth Blackwell

1071312

It is hereby certified that the Secretary of State of Ohio has custody of the business records for ULTRA PURE WATER TECHNOLOGIES, LLC and that said business records show the filing and recording of:

Document(s)
ARTICLES OF ORGANIZATION/DOM. LIMITED LIABILITY CO

Document No(s):
199910901898

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 16th day of
April, A.D. 1999



J. Kenneth Blackwell
J. Kenneth Blackwell
Secretary of State