

ARTICLES OF ORGANIZATION

OF

AQUA QUANTUM ENTERPRISES, L.L.C.

The undersigned hereby forms and organizes a Limited Liability Company pursuant to the Kentucky Limited Liability Company Act, and adopts the following Articles of Organization of such Limited Liability Company:

Article I

The name of the Limited Liability Company is: AQUA QUANTUM ENTERPRISES, L.L.C.,

Article II

The initial Registered Agent is Russell Cook. The street address of the initial Registered Office is 732 Pine Ridge Road, Falls of Rough, Kentucky 40119.

Article III

The mailing address of the initial principal office of the Limited Liability Company is: 732 Pine Ridge Road, Falls of Rough, Kentucky 40119.

Article IV

The purposes for which this limited liability company is organized are: to provide an affordable energy source that will help create a clean environment and to engage in any other lawful business for which limited liability companies may be organized in this state.

Article V

The management of this limited liability company is reserved to the members. The names and addresses of its initial members are:

Russell Cook, 732 Pine Ridge Road, Falls of Rough, Kentucky 40119
James "Jim" Stivers, 111 Crossridge Drive, Leitchfield, Kentucky 42754
Charles W. Fox, 206 Taylor Cemetery Road, Leitchfield, Kentucky 42754

Article VI

The duration of the Limited Liability Company shall be perpetual, until its dissolution in accordance with the Kentucky Limited Liability Company Act and the Operating Agreement of the Limited Liability Company.

Article VII

Except as otherwise provided by Kentucky law, no member, manager, agent or employee of the Limited Liability Company shall be personally liable for the debts, obligations or liabilities of the Limited Liability Company, whether arising in contract, tort or otherwise, or for the acts of omissions of any other member, manager, agent or employee of the Limited Liability Company.

Executed this 16 day of March, 2006.

ORGANIZER:

Russell Cook
Russell Cook

Consent of Initial Agent for Service of Process to Serve

Russell Cook having a principal place of business of 732 Pine Ridge Road, Falls of Rough, Kentucky 40119, hereby agree and consent to serve as registered office and agent for service of process of Aqua Quantum Enterprises, L.L.C.,.

Russell Cook
Russell Cook

Date 3/16/06

STATE OF KENTUCKY
COUNTY OF GRAYSON

Subscribed and sworn to before me by Russell Cook, this 16th day of March, 2006, and acknowledged to be his free and voluntary act and deed.

My Commission Expires: 9.24.06

Marilyn Wilson
NOTARY PUBLIC
STATE AT LARGE, KENTUCKY

This instrument prepared by:

Phillip W. Smith
Phillip W. Smith, Attorney
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Leitchfield, Kentucky 42754
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