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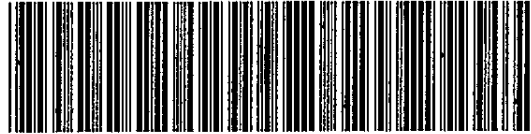
(Business Entity Name)

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J. BRYAN & ASSOCIATES
TALLAHASSEE, FLORIDA

J. BRYAN AUG 12 2004

STRUCTURES ONE

August 6, 2004

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**Re: Amended and Restated Articles of Organization
Structures One, P.L. (document number L03000029125)**

Dear Sir or Madame:

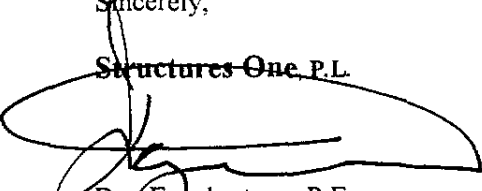
Enclosed please find an original and one copy of the Amended and Restated Articles of Organization for the above referenced Limited Liability Company. Also enclosed is the required filing fee of \$25.00.

Please file these Articles, date stamp the enclosed copy and return it to our office. Also, please note that the **effective date** of the above-referenced Amended and Restated Articles of Organization is **August 4, 2004**.

Thank you for your assistance.

Sincerely,

~~Structures One, P.L.~~


Dan Engebretson, P.E.
President

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION FOR
STRUCTURES ONE, P.L.
A FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY**

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JIMMY W. CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned authorized representative hereby duly executes, submits and files with the Florida Department of State, pursuant to the provisions of the Florida Professional Service Corporation and Liability Company Act, these Amended and Restated Articles of Organization. The original Articles of Organization were filed on August 4, 2003 and assigned document number L03000029125. Articles of Amendment to the Articles of Organization were filed on September 2, 2003 and assigned letter number 203A00049118. These Amended and Restated Articles of Organization incorporate, and further amend and supersede the aforesaid articles and shall become the professional limited liability company's Articles of Organization effective as of August 4, 2004.

ARTICLE I - Name

The name of the professional limited liability company is **STRUCTURES ONE, P.L.** ("the Company"), and is the same name under which the professional limited liability company was created by the original Articles of Organization.

ARTICLE II - Purpose

The Company's purpose shall be to engage in the business of providing structural engineering consulting services. The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs including, without limitation, all powers permitted by the Florida Limited Liability Company Act, and the power to:

- a. Sue and be sued, and defend, in its name.
- b. Purchase, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property, wherever located.
- c. Sell, convey, mortgage, grant a security interest in, lease, exchange and otherwise encumber or dispose of all or any part of its property.
- d. Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests or obligations of any other entity.
- e. Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion or attainment of the business of a

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corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion or attainment of the business of the contracting limited liability company.

- f. Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.
- g. Conduct its business, locate offices and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.
- h. Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.
- i. Make donations for the public welfare or for charitable, scientific, or educational purposes.
- j. Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents and employees.
- k. Be a promoter, incorporator, shareholder, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other entity.
- l. Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

ARTICLE III - Address

The mailing address and street address of the principle office of the Company shall both be:

5373 Ehrlich Road, #222
Tampa, Florida 33625

ARTICLE IV - Duration

The Company came into existence upon the filing of the original Articles of Organization on August 4, 2003, and shall, thereafter, be perpetual, unless dissolution or conversion occurs according to law.

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DANIEL J. ENGBRETSON
TALLAHASSEE, FLORIDA

ARTICLE V - Management

The Company shall be managed by its members. The initial Member of the Company shall be Daniel J. Engebretson ("initial Member").

ARTICLE VI - Membership Units

a. The total number of membership units authorized to be issued by the Company shall be 10,000 units. All or any part of said units may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Members of the Company at a meeting called for such purposes. All membership units then issued shall be paid for and shall be non-assessable.

b. Each of the said units shall entitle the holder thereof to one (1) vote at any meeting of the members.

c. Members may purchase additional units as appropriate or desirable, but they are under no obligation to do so. Members may purchase additional units only with the approval and written consent of the initial Member.

d. At no time shall any Members be sold units if by doing so their number of membership units would exceed, either individually or in aggregate, the number of membership units held by the initial Member.

ARTICLE VII - Ownership

The Company shall be owned by its members, and their ownership interests therein shall be as set forth in the Company's Operating Agreement or any joinder thereto.

ARTICLE VIII - Admission of Additional Members

Additional Members may be admitted pursuant to the terms of the Company's Operating Agreement; provided such Members are licensed by the State of Florida to provide structural engineering consulting services. However, at no time shall additional members be admitted if by doing so their number of membership units would exceed, either individually or in aggregate, the number of membership units held by the initial Member.

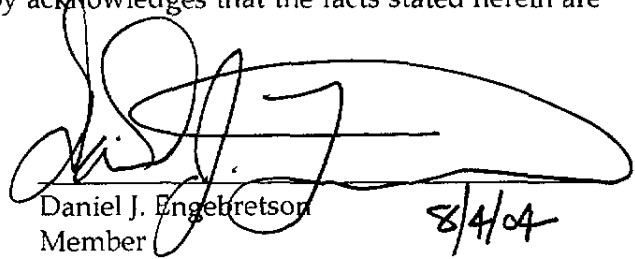
ARTICLE IX - Annual Meeting of Members

The Company shall hold and pay for an annual meeting to be attended by the Members ("the Meeting"). The purpose of the Meeting shall be to discuss the operations, performance and profitability of the Company; formulate future strategic plans and initiatives as appropriate; vote on the admission of new members, if any; determine the valuation of membership units, if required; and to discuss and vote on any other issues as deemed appropriate by the Members. Minutes of the Meeting shall be recorded and kept pursuant to the terms of the Company's Operating Agreement. The Meeting shall be held at any location as deemed appropriate by the Members, but under the following conditions: the Meeting is held on an island; or, at an elevation of 5,000 feet or greater above sea level.

ARTICLE X - Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 315 South Hyde Park Avenue, Tampa, Florida 33606, and the name of the registered agent at such address is Randell M. Miller. Said Agent agrees, as stated in the original Articles of Organization filed on August 4, 2003, to accept service of process for the above-named limited liability company at the place designated in this certificate, accepts the appointment as registered agent and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent, as provided for in Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, the undersigned representative has executed these Amended and Restated Articles of Organization and hereby acknowledges that the facts stated herein are true.


Daniel J. Engbretson
Member

8/4/04

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