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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ALLSTEEL ^ GYPSUM OF PALM BEACH, LLC.

AUDIT NUMBER.....H98000001040

DOC TYPE.....LIMITED LIABILITY COMPANY

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 16, 1998

LARRY J. BEHAR
888 SE THIRD AVE., #400
FT LAUDERDALE, FL 33316

SUBJECT: ALLSTEEL & GYPSUM OF PALM BEACH, LLC
REF: W98000001150

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain the entity's complete mailing address.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H98000001040
Letter Number: 998A00002546

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ARTICLES OF ORGANIZATION

LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION OF

ALLSTEEL & GYPSUM OF PALM BEACH, LLC

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TALLAHASSEE, FLORIDA

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be ALLSTEEL & GYPSUM OF PALM BEACH, LLC and its principal place of business shall be in the City of Riviera Beach, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

Larry J. Behar, P.A.
888 Southeast Third Avenue, # 400
Fort Lauderdale, Florida 33316
(954) 524-8888 / (954) 524-0088
FLORIDA BAR # 281743

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3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

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Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

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**ARTICLE III
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of One Thousand Dollars (\$1,000.00) cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE IV
PROFITS AND LOSSES**

(a) Sharing of Profits.

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits pursuant to the Shareholders' Agreement. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being January 31, 1998.

(b) Losses.

All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE V
LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This articles may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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**ARTICLE VI
DURATION**

This limited liability company shall exist until January 31, 2048, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be located at 2250 Australian Avenue, in the City of Riviera Beach, County of Palm Beach, State of Florida 33404. The mailing address of the limited liability company shall be the same as the principal office.

**ARTICLE VIII
MANAGEMENT**

This limited liability company shall be managed by GLENN MARKUS, 2251 S.W. 66th Terrace, Davie, Florida 33317 and DANIEL JOLICOEUR, 6761 Red Reef Street, Lake Worth, Florida 33467.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 888 Southeast Third Avenue, Suite # 400, Fort Lauderdale, Florida 33316 and the name of its initial registered agent at such address is LARRY J. BEHAR, P.A.

**ARTICLE X
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

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The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of ALLSTEEL & GYPSUM OF PALM BEACH, LLC.

Executed by the undersigned at Fort Lauderdale, Florida, on Jan 14 / 98, 1998.



GLENN MARKUS



DANIEL JOLICOEUR

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APPOINTMENT OF REGISTERED AGENT
FOR LIMITED LIABILITY COMPANY
ACCEPTANCE OF APPOINTMENT

98 JAN 16 PM 2:15
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: The Department of State
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 608.415 of the Florida Limited Liability Company Act, the following is submitted:

ALLSTEEL & GYPSUM OF PALM BEACH, LLC, with its place of business at 2250 Australian Avenue, Riviera Beach, Florida 33404, has named **LARRY J. BEHAR, P.A.** located at 888 Southeast Third Avenue, Suite # 400, Fort Lauderdale, Florida 33316, as its agent to accept service of process within Florida.

Dated this 14 day of January, 1998.



GLENN MARKUS, President

Acknowledgment

Having been named to accept service of process for the sabove-stated limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity.

Dated this ___ day of January, 1998.

LARRY J. BEHAR, P.A.

By: 

LARRY J. BEHAR

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AFFIDAVIT

STATE OF FLORIDA
COUNTY OF BROWARD

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TALLAHASSEE, FLORIDA

I, GLENN MARKUS, upon being duly sworn, depose and say:

1. I am the President of ALLSTEEL & GYPSUM OF PALM BEACH, LLC., a Limited Liability Company duly organized under the laws of the State of Florida;
2. The Limited Liability Company's principal place of business is 2250 Australian Avenue, Riviera Beach, Florida 33404;
3. The Limited Liability Company has at least two members, being:
 - GLENN MARKUS
 - DANIEL JOLICOEUR
4. The actual amount of cash contributions is \$ 1,000.00;
5. The agreed value and the description of the property other than the cash contributed is as follows: Other than members' business experience there are no tangible assets being contributed
6. The total amount of cash or property anticipated to be contributed by the members is as follows: 1,000.00


Glenn Markus

SUBSCRIBED AND SWORN TO before me this 15 day of January, 1998, at Fort Lauderdale, Florida.

→ Kimber Estvez
Notary Public - State of Florida
Please Print: KIMBER ESTEVEZ
SEAL:

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