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JOHN H. PAYNE
ATTORNEY AT LAW
SUITE A-111
ONE NORTH UNIVERSITY DRIVE
PLANTATION, FLORIDA 33324

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-12/27/99-01117-012
***125.00 ***125.00

W99-29696

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Fisher-Payne Construction + Management, LLC
(Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

Walk in Pick up time _____
 Mail out Will wait Photocopy

Certified Copy Certificate of Status
00 JAN 19 PM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 30, 1999

JOHN H. PAYNE
ONE NORTH UNIVERSITY DRIVE
STE A-111
PLANTATION, FL 33324

SUBJECT: FISHER-PAYNE CONSTRUCTION AND MANAGEMENT, LLC
Ref. Number: W99000029696

00 JAN 19 PM 9:32
SECRETARY AND STATE OF FLORIDA
TALLAHASSEE, FLORIDA
FILED

We have received your document for FISHER-PAYNE CONSTRUCTION AND MANAGEMENT, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following corrections:

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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: 899A00060764

ARTICLES OF ORGANIZATION
OF
FISHER-PAYNE CONSTRUCTION AND MANAGEMENT, LLC.

These Articles of Organization are executed for the purpose of forming a limited liability company pursuant to Chapter 608, Florida Statutes.

ARTICLE I.

The name of the limited liability company is FISHER-PAYNE CONSTRUCTION AND MANAGEMENT, LLC.

ARTICLE II.

The period of duration of the limited liability company is perpetual.

ARTICLE III.

The mailing and street address of the principal office of the limited liability company is 700 Northeast 40th Court, Fort Lauderdale, FL., 33334.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV.

The name and Florida street address of the limited liability company company's registered agent is:

Michael H. Payne
700 Northeast 40th Court
Fort Lauderdale, FL. 33334

ARTICLE V.

The initial members have the right to admit additional members under terms and condition to be determined by the then members from time to time.

ARTICLE VI.

The surviving members of the limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event

which terminates the continued membership of a member in the limited liability company.

ARTICLE VII.

The company shall have a Board of Managers. The business affairs of the company shall be managed by or under the direction of the Board of Managers. No member of the company, by reason or his, her or its status as such, shall have any right or authority to act for or bind the company. The initial Board of Managers are:

Michael H. Payne
John H. Payne

ARTICLE VIII.

The limited liability company shall possess and may exercise all of the powers and privilege granted by the Limited Liability Company Act of the State of Florida to the extent not limited by any other law or its limited liability company agreement together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business, purposes or activities of the limited liability company.

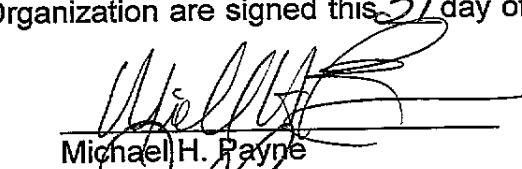
ARTICLE IX.

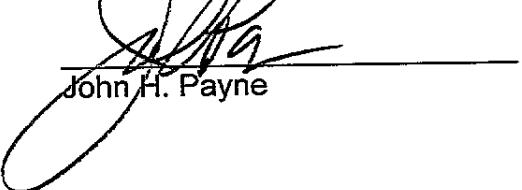
The limited liability company shall without restriction indemnify and hold harmless any member or manager from and against any claims and demands of any nature so long as the member or manager acted in good faith and in a manner believed to be in the best interest of the limited liability company and with respect to any criminal action or proceeding, has no reasonable cause to believe the conduct was unlawful.

ARTICLE X.

These Articles of Organization shall become effective on January 1, 2000.

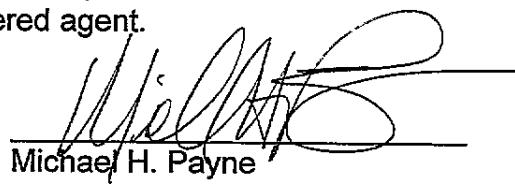
In witness whereof, the Articles of Organization are signed this 31 day of December, 1999.


Michael H. Payne


John H. Payne

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Michael H. Payne

FILED

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TALLAHASSEE, FLORIDA