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AUTHORIZATION : *Patricia Pignatelli*

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TALLAHASSEE, FLORIDA

ORDER DATE : March 29, 2000

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ORDER NO. : 643339-005

CUSTOMER NO: 81879A

CUSTOMER: Timothy J. Conner, Esq.  
TIMOTHY J. CONNER & ASSOCIATES  
TIMOTHY J. CONNER & ASSOCIATES  
Suite 110  
1 Florida Park Drive, North  
Palm Coast, FL 32137

DOMESTIC FILING

NAME: MCCARTHY CONSTRUCTION GROUP,  
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ellyn Herndon

EXAMINER'S INITIALS:

100-3623

Name	<i>OK 3-30</i>
Availability	<i>OK</i>
Document	<i>OK</i>
Exhibit	<i>OK</i>
Index	<i>OK</i>
Verify	<i>OK</i>
Acknowledgement	<i>OK</i>
W.P. Verifier	<i>OK</i>

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION**  
**OF**  
**McCARTHY CONSTRUCTION GROUP, L.L.C.**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be **McCARTHY CONSTRUCTION GROUP, L.L.C.** ("company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company is 45 Capistrano Drive, Ormond Beach, Florida 32176.

**ARTICLE III - DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida are:

**TIMOTHY J. CONNER, ATTORNEY**  
**1 Florida Park Drive, North, Ste. 110**  
**Palm Coast, Florida 32137**

ARTICLE V

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

**ARTICLE VII - TRANSFER DURING LIFE**

(a) No member shall sell, assign, pledge or otherwise transfer, pledge or encumber, in any manner or by any means whatever, any interest in all or part of his capital contribution in the company (hereinafter referred to as transfer) except as hereinafter provided.

(b) If any member desires to transfer of any of his interest in the company at any time during his life, he shall first give written offer to that effect to the other members upon the same terms and conditions as the desired transfer. Thereafter, the other members shall have thirty (30) days after receipt of such notice, unless extended by mutual agreement by the members, to purchase or encumber such interest at a price agreed upon by the members or as otherwise set forth herein.

**ARTICLE VIII - TRANSFERS AT DEATH**

Upon the receipt of due notice of the death of the first member to die, the Manager shall, ninety (90) days after the receipt of such notice, assign, transfer and

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convey to the surviving members pro rata all of the interest owned by the said decedent and the Manager shall take all necessary proceedings to collect all moneys payable on the policy or policies of insurance on the life of the said decedent and which at his death are payable to the Manager hereunder, and shall pay to the legal representative of the said decedent as much of the proceeds as may be necessary to purchase such interest in the company at the price agreed upon by the members or as otherwise set forth herein.

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#### **ARTICLE IX - ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### **ARTICLE X - DEADLOCK**

Should deadlock, dispute or controversy arise among the members for any reason including arriving and determining annually the adjusted purchase price to be paid for a member's interest in the company, in the event they are offered for sale by any deceased member's estate, until a determination shall have been made as to such adjusted purchase price, the purchase price determined and agreed upon at the

last anniversary date preceding such dispute shall continue in full force and effect until a determination shall be made either by the members or the Arbitrators, as hereinafter provided.

Should the members be unable to resolve such deadlock, dispute or controversy within fifteen (15) days the matter shall be submitted to arbitration follows:

(a) Each member shall within thirty (30) days after such anniversary appoint a Certified Public Accountant, and the average of the purchase price determined by them shall be final, conclusive and binding upon the members, their executors, administrators and personal representatives, and a judgment on such determination may be obtained in any court of proper jurisdiction. The cost of such accounting shall be borne equally by the parties unable to reach agreement hereunder. All other disputes shall be resolved by submitting to arbitration in Atlanta, Georgia, in accordance with the rules for resolution of limited liability company disputes of the American Arbitration Association.

#### **ARTICLE XI - MEMBERS' RIGHT TO CONTINUE BUSINESS**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of all the remaining members.

#### **ARTICLE XII - MANAGEMENT**

The company shall be managed by a manager in accordance with regulations

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adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the manager of the company is :

**DEREK V.H. FOWKES**  
3473 North Oceanshore Blvd.  
Flagler Beach, Florida 3213

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Palm Coast, Florida, on this 28 day of MARCH, 2000.

Derek V.H. Fowkes  
DEREK V.H. FOWKES

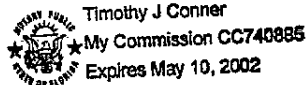
Reginald P. James, III  
REGINALD P. JAMES, III

Marcus A. Hoge  
MARCUS A. HOGE

STATE OF FLORIDA  
COUNTY OF FLAGLER

THE FOREGOING instrument was acknowledged before me this 28<sup>th</sup> day of MARCH, 2000, by Derek V.H. Fowkes. He is personally known to me or has produced N/A as identification and who did (did not) take an oath.

Timothy J. Conner  
NOTARY PUBLIC



STATE OF GA  
COUNTY OF DALL

THE FOREGOING instrument was acknowledged before me this 20<sup>th</sup> day of

March, 2000, by Reginald P. James, III. He is personally known to me or has produced Ga DL as identification and who did (did not) take an oath.

[Signature]  
NOTARY PUBLIC

STATE OF Ga.  
COUNTY OF Hall

THE FOREGOING instrument was acknowledged before me this 20 day of March, 2000, by Marcus A. Hoge. He is personally known to me or has produced Ga DL as identification and who did (did not) take an oath.

[Signature]  
NOTARY PUBLIC

corporations llc articles of organization

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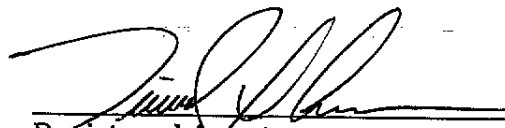
**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, McCarthy Construction Group, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is McCARTHY CONSTRUCTION GROUP, L.L.C.
2. The name and street address of the registered agent in Florida are:

**TIMOTHY J. CONNER, ATTORNEY  
1 Florida Park Drive, North, Ste. 110  
Palm Coast, Florida 32137**

The undersigned, being the person named in the articles of organization of McCarthy Construction Group, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
Registered Agent  
Print Name Here: TIMOTHY J. CONNER

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EXHIBIT A

The undersigned member or authorized representative of a member of  
McCarthy Construction Group, L.L.C., deposes and says:

1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the members is  
\$ 100,000.00.
3. If any, the agreed value of property other than cash contributed by the  
members is none, a description of the property is attached and made a  
part hereto.
4. The total amount of cash or property anticipated to be contributed by  
members is \$ 100,000.00. This total includes amounts from 2 and 3  
above.
5. The names and addresses of the members of the company and their  
respective ownership interest and liability shall be as set out below:

Derek V.H. Fowkes	79%
3473 N. Oceanshore Blvd.	
Flagler Beach, FL 32137	

Reginald P. James, III	20%
6300 Chesla	
Gainesville, FL 30506	

Marcus A. Hoge	1%
4912 Riveredge Drive	
Duluth, GA 30095	

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THIS AFFIANT SAYS NOTHING FURTHER.

Dated this 28 day of MARCH, 2000.

  
DEREK V.H. FOWKES

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF FLAGLER

THE FOREGOING instrument was acknowledged before me this 28<sup>TH</sup> day of MARCH, 2000, by Derek V. H. Fowkes. He is personally known to me or has produced N/A as identification and who did (did not) take an oath.

  
NOTARY PUBLIC



Timothy J Conner  
My Commission CC740885  
Expires May 10, 2002