



THE UNITED STATES
CORPORATION
COMPANY

L0100000000620

ACCOUNT NO. : 072100000032

REFERENCE : 963263 8738A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 12, 2001

ORDER TIME : 10:46 AM

ORDER NO. : 963263-005

CUSTOMER NO: 8738A

CUSTOMER: Roger Brown, Esq
Carpenter & Brown, P.a.

Suite 100
701 East Commercial Boulevard
Fort Lauderdale, FL 33334

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****125.00 ****125.00

DOMESTIC FILING

NAME: S & S ARCHITECTURAL SHEET
METAL, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

APPROVED
AND
FILED

01 JAN 12 AM 11:53
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FL 32399
JAN 12 AM 11:30
DIVISION OF CORPORATION

H2-01

Articles of Organization

for

S & S ARCHITECTURAL SHEET METAL, L.C., a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company.

1. Name. The name of this company shall be S & S ARCHITECTURAL SHEET METAL, L.C.

2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all Members and Managers or by the death, disability or incapacity for a period of 180 continuous days due to a medically verifiable condition, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining Members or Managers, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. Address. The mailing address and street address of the principal office of the Limited Liability Company is: 1180 Park Avenue, Boca Raton, Florida 33486

4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows:

Scott M. Poole 1180 Park Avenue, Boca Raton, Florida 33486

5. Admission of Additional Members and Terms and Conditions of such Admissions: Additional Members or Managers may be admitted upon the approval of all Managers of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of this Company.

6. Right to Continue Business. The remaining Members may continue the Business on the death, disability or incapacity for a period of 180 continuous days, 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 company.

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7. Management of Company. The Limited Liability Company is to be managed by a manager or managers and the names and addresses of such managers who are to serve as manager(s) are:

Scott M. Poole 1180 Park Avenue, Boca Raton, Florida 33486

Carlos Collazo Manzano, 11460 NE 10th Avenue, Biscayne Park, Florida 33161

Salvatore Rinaldi, 310 Hughes Branch Close, Alpharetta, Georgia 30004

Al Christiano, 9124 Villa Portofino Circle, Boca Raton, Florida 33496.

The managers shall serve until a meeting of Members or Managers is held and their successors are elected. Managers shall be elected by a unanimous vote of the Managers.

8. Expulsion of Manager. A Manager may be removed by the remaining Managers as a Manager and his interest in the Company purchased upon the occurrence of one or more of the following events:

- A. Death, disability or other incapacity for a period of 180 continuous days due to a medically verifiable condition, retirement, resignation, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member;
- B. Unanimous vote by all other Managers determining that the Manager services to the Company are inadequate or ineffective; or,
- C. At any time, if the Manager has committed any act of dishonesty or disloyalty or act substantially detrimental to the welfare of Company or of a corporation affiliated with Company.

In the event of the expulsion of a Member or Manager, the Company shall have an option to purchase all the rights of that Manager in the Company, the expulsion constituting an Offer to Sale by that Manager. If the Company does not elect to purchase, then the remaining Members shall have a pro rata option to purchase the interest of that Member or Manager in the Company. The manner of purchase will be set forth in the Operating Agreement. Notwithstanding, the right to purchase the interest of a Manager, there is no obligation to purchase. In the event the purchase option is not elected either by the Company or the Remaining Managers, then the Manager shall have no further right to participate in the management of the business and affairs of this company. However, the Manager shall be entitled to receive his share of profits or other

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compensation by way of income, and the return of contributions to which that Manager otherwise would be entitled as a Member.

8. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Managers of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. Operations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Managers unless otherwise vested by any amendments of the Articles of Organization. Operating Agreements adopted by the Managers may be repealed or altered, new Operating Agreements may be adopted by the Managers and may prescribe in any Operating Agreements made by them that such Regulations may not be altered, amended or repealed by the Members without consent of all Manager(s).

10. Informal Action of Members. Any action of the Members or Managers may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members or Managers who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

11. Contracting Debt. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Managers.

12. Transferability of Member's Interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement (or Regulations). However, if any of the the remaining Members of this company do not approve of such proposed transfer or assignment by written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

13. Withdrawal or Reduction of Member's Contributions to Capital. A Member shall not receive out of the Company property any part of his or its contribution to capital until

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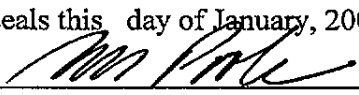
(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded, and

(c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

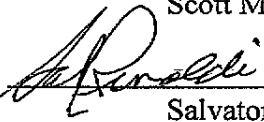
IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this day of January, 2001.



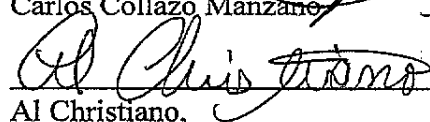
Scott M. Poole



Carlos Collazo Manzano



Salvatore Rinaldi



Al Christiano,

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.



Scott M. Poole, Registered Agent

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01 JAN 12 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Organization and Acceptance of Registered Agent was acknowledged before me on January 11, 2001, by Scott M. Poole, Carlos Collazo Manzano, Salvatore Rinaldi, and Al Christiano, who are personally known to me or who have produced a Florida Driver's License as identification.

My Commission Expires:

Printed Name: Donna B. Keefe

NOTARY PUBLIC



DONNA B. KEEFE
COMMISSION # CC 640485
EXPIRES JUN 24, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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01 JAN 12 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA