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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY

McNALLY CONSTRUCTION GROUP, LLC

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$155.00

FILED
01 MAY 23 PM 2:13
TALLAHASSEE, FLORIDA

RECEIVED
01 MAY 23 PM 12:25
TALLAHASSEE, FLORIDA

Prepared By:

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Orlando, FL 32801

**ARTICLES OF ORGANIZATION
FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Florida Statutes Chapter 608 et seq. "The Florida Limited Liability Company Act" as amended, the below named entity adopts these Articles of Organization as of the date and time when these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement on this original document, in accordance with the following:

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ARTICLE I - NAME.

The name of the Limited Liability Company is McNally Construction Group, LLC.

ARTICLE II - ADDRESS.

The mailing address is : P.O. Box 818 Windermere, Florida 34786
and physical address of the principal office of the Limited Liability Company is
7575 Dr. Phillips Blvd. Suite 205 Orlando, FL 32819.

ARTICLE III - REGISTERED AGENT.

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

Eugene J. McNally, Jr.
7575 Dr. Phillips Blvd. Suite 205
Orlando, Florida 32819

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


Registered Agents Signature

ARTICLE IV - MANAGEMENT.

The company shall be managed by the members as a member-managed company in accordance with the operating agreement adopted by the members. 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 names and addresses of the members of the company are:

McNally Construction, Inc.
7575 Dr. Phillips Blvd., Suite 205
Orlando, FL 32819

McNally Homes, Inc.
7575 Dr. Phillips Blvd., Suite 205
Orlando, FL 32819

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ARTICLE V - 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 operating agreement.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS.

Except as set forth in the operating agreement, 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 interest only as set forth in the operating agreement of the company.

ARTICLE VII - MEMBER'S RIGHT TO CONTINUE BUSINESS.

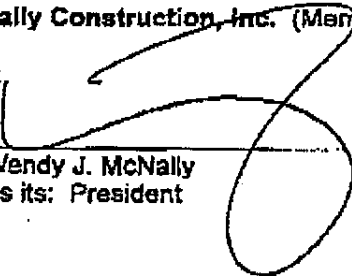
The Company shall be dissolved only upon the written agreement of all Members. The remaining Members may carry on the business of the company in the event of the death, retirement, resignation, expulsion, bankruptcy or withdrawal of a Member.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization on May 23, 2001.

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McNally Construction, Inc. (Member)

By:


 Wendy J. McNally
 As its: President

McNally Homes, Inc. (Member)

By:


 Eugene J. McNally
 As its: President

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA