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Knowles, Marks and Randolph
(Requestor's Name)

215 S. Monroe Suite 136
(Address)

Tallahassee, FL 222-3768
(Address)

(City/State/Zip/Phone #)

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Phoenix Construction & Fencing Inc
(Business Entity Name)

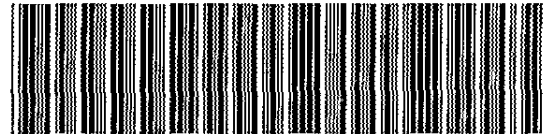
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ARTICLES OF ORGANIZATION
OF
PHOENIX CONSTRUCTION & FENCING, L.L.C.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the company shall be PHOENIX CONSTRUCTION & FENCING, L.L.C.; and its principal office shall be located at 538 E. Park Avenue, Suite 101, in the City of Tallahassee, 32301, Leon County, Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLES II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, 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 set forth in these articles to the same extent as a natural person might or could do.
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 these 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, 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 in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any services under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do 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 set forth in these Articles, 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.

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.

Nothing contained in these Articles shall be deemed or construed as authorized 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF 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 Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members for the limited liability company or as otherwise provided in the Company's operating agreement.

ARTICLE IV

MANAGEMENT

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This limited liability company shall be managed by not less than one (1) general manager nor more than three (3) general managers. The name and address of the person who shall serve until a successor is/are elected and qualified is/are as follows:

Harold M. Knowles
215 South Monroe Street, Suite 130
Tallahassee, Florida 32301

ARTICLE V

MEMBERSHIP RESTRICTIONS

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.

On 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 on consent of a majority of the remaining members in the manner specified in the Company's operating agreement.

ARTICLE VI

PROFITS AND LOSSES

The members shall be entitled to profits and losses arising from the operation of the limited liability company business. Each member shall be entitled to a proportionate distributive share of the profits and losses in accordance with the terms and conditions of the Company's operating agreement.

ARTICLE VII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the operating agreement adopted by the members.

ARTICLE VIII

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INITIAL REGISTERED OFFICE AND REGISTERED AGENT


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


The address of the initial registered office of the limited liability company is 538 E. Park Avenue, Suite 101, Tallahassee, Florida, 32301, and the name of the company's initial registered agent at that address is Harold M. Knowles.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of PHOENIX CONSTRUCTION & FENCING, L.L.C.

Executed by the undersigned at Tallahassee, Florida on this 12th day of November, 2002.



(SEAL)
JULIUS H. WYNN, JR.


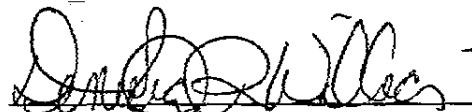
(SEAL)
HAROLD M. KNOWLES


(SEAL)
MICHAEL WALLACE

STATE OF FLORIDA
COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me this 12th day of November, 2002, by JULIUS H. WYNN, JR., who is personally known to me or who has produced FDL # W500-428-56-174-0 as identification and who did/did not take an oath.

12th WITNESS my hand and official seal in the State and County last aforesaid, this day of November, 2002.



Signature

(SEAL)



Demetria R. Williams
MY COMMISSION # CC921789 EXPIRES
April 6, 2004
BONDED THROUGH TROY FAIR INSURANCE, INC.




Print Notary Name

STATE OF FLORIDA
COUNTY OF LEON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE FOREGOING INSTRUMENT was acknowledged before me this 12th day of November, 2002, by HAROLD M. KNOWLES, who is personally known to me or who has produced personally known as identification and who did/did not take an oath.

12th WITNESS my hand and official seal in the State and County last aforesaid, this day of November, 2002.


Signature

(SEAL)

Demetria R. Williams
Print Notary Name




Demetria R. Williams
MY COMMISSION # CC921789 EXPIRES
April 6, 2004
BONDED THRU TROY PAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEON

THE FOREGOING INSTRUMENT was acknowledged before me this 12th day of November, 2002, by MICHAEL WALLACE, who is personally known to me or who has produced FDL# W420-544-68-167-0 as identification and who did/did not take an oath.

12th WITNESS my hand and official seal in the State and County last aforesaid, this day of November, 2002.


Signature

(SEAL)

Demetria R. Williams
Print Notary Name



Demetria R. Williams
MY COMMISSION # CC921789 EXPIRES
April 6, 2004
BONDED THRU TROY PAIN INSURANCE, INC.

REGISTERED AGENT'S CERTIFICATE

State of Florida
County of Leon

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.507 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is PHOENIX CONSTRUCTION & FENCING, L.L.C.

The name of the registered agent for PHOENIX CONSTRUCTION & FENCING, L.L.C., is HAROLD M. KNOWLES and the street address of the company's principal office where the agent is located is 538 E. Park Avenue, Suite 101, Tallahassee, FL 32301.

This statement is to acknowledge that, as indicated above, PHOENIX CONSTRUCTION & FENCING, L.L.C. has appointed me, HAROLD M. KNOWLES, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 I am familiar with and accept the obligations of my position as registered agent.


HAROLD M. KNOWLES

The foregoing instrument was acknowledged before me this 12th day of November, 2002, by HAROLD M. KNOWLES, agent on behalf of PHOENIX CONSTRUCTION & FENCING, L.L.C., a limited liability company. He is personally known to me or has produced personally known as identification.


Notary Signature

(SEAL)



Demetria R. Williams
MY COMMISSION # CC921789 EXPIRES
April 6, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Demetria R. Williams
Print Notary Name