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**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
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**LIMITED LIABILITY COMPANY****SURFACE TECH SOUTHEAST, L.L.C.**

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February 14, 2003

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SUBJECT: SURFACE TECH SOUTHEAST, L.L.C.  
REF: W03000004388

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Trevor Brumbley  
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION

OF

SURFACE TECH SOUTHEAST, L.L.C.

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes § 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company (the "Articles").

ARTICLE I

NAME

The name of this limited liability company shall be **Surface Tech Southeast, L.L.C.** (the "Company").

ARTICLE II

DURATION

The period of duration for the Company shall be perpetual.

ARTICLE III

ADDRESS

The mailing and street address of the principal office of the Company, shall be:

201 Alhambra Circle, Suite 502  
Coral Gables, Florida 33134

ARTICLE IV

REGISTERED AGENT

The name and address of the initial registered agent and the initial registered office of the Company shall be:

MANUEL M. ARVESU, P.A.  
201 Alhambra Circle, Suite 502  
Coral Gables, Florida 33134

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## ARTICLE V

### PURPOSE

The purpose of the Company shall be to engage in every lawful act and activity for which limited liability companies may be formed through its members, officers, employees and agents, and any and all other lawful business purposes as provided under the applicable laws of the State of Florida.

## ARTICLE VI

### MEMBERS

The Company shall have two (2) members (the "Members") initially and the number of Members shall never be less than two (2).

## ARTICLE VII

### MANAGEMENT

Management of the Company is reserved to its Members in accordance with the applicable provisions set forth in the regulations of the Company as amended from time to time (the "Regulations"). The names and addresses of the managing Members of the Company (the "Managing Members") are as follows:

Gary F. Labrozzi, Member  
800 Crandon Boulevard, Suite 201  
Key Biscayne, Florida 33149

Manuel M. Arvesu, Member  
201 Alhambra Circle, Suite 502  
Coral Gables, Florida 33134

## ARTICLE VIII

### ADDITIONAL MEMBERS

Additional Members (the "Additional Members") may be admitted to the Company upon the written application of such person or entity and in the manner set forth in the Regulations.

## ARTICLE IX

### MEMBERS' RIGHT TO CONTINUE BUSINESS

The right of the remaining Members to continue the business of the Company upon 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 Company, shall, provided there shall be at least two (2) Members remaining with ownership interest in the Company (the "Remaining Members"), be determined by the Remaining Members in accordance with Florida law and the applicable provisions set forth in the Regulations.

## ARTICLE X

### INDEMNIFICATION

**Section 1.** The terms used in this Article X shall have the meanings ascribed to them in Florida Statutes Section 608.4363 or any amended or successor sections of the Florida Statutes.

**Section 2.** Except as may otherwise be provided herein, the Company shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than Florida Statutes Section 608.4363(7) or any amended or successor section, indemnify any Managing Member, officer, employee or agent who was or is a party to any proceeding against:

a. in the case of any proceeding other than an action by or in the right of the Company, liability incurred in connection with such proceeding including any appeal thereof; or

b. in the case of any proceeding by or in the right of the Company, expenses and amounts paid in settlement not exceeding, in the judgment of the Members, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Company shall not, under this Section 2 or Section 4, indemnify any Managing Member, officer, employee or agent if a judgment, settlement or other final adjudication establishes that the actions or omissions to act of the Managing Member, officer, employee or agent:

i. are not acts on which a proceeding specified in Sections 2a or 2b is based and in which the Managing Member, officer, employee or agent has been successful on the merits or otherwise in defending, or has been successful in defending any claim, issue or matter therein; or

ii. were material to the cause of action so adjudicated and constitute:

A. a violation of the criminal law, unless the

Managing Member, officer, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

B. a transaction from which the Managing Member, officer, employee or agent derived an improper personal benefit, either directly or indirectly;

C. in the case of a Managing Member, a circumstance under which the liability provisions of Florida Statutes Section 608.426, governing Member's liability for unlawful distribution to members, or Florida Statutes Section 608.428, regarding the return of any part of a member's contribution, is applicable; or

D. willful misconduct or a conscious disregard for the best interests of the Company in a proceeding by or in the right of the Company to procure judgment in its favor or in a proceeding by or in the right of a Member.

**Section 3.** Notwithstanding the failure of the Company to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article X, and despite any contrary determination of the Members, a Managing Member, officer, employee or agent of the Company who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including any expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

a. the Managing Member, officer, employee or agent is entitled to mandatory indemnification pursuant to Florida Statutes Section 608.4363(3) or any amended or successor section, in which case the court shall also order the Company to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or

b. the Managing Member, officer, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Company's exercise of its authority pursuant to Section 3 or Section 4 herein.

It is the express intention and desire of the Company to avoid any obligation to indemnify or advance expenses to any Managing Member, officer, employee or agent if:

a. the Managing Member, officer, employee or agent is not entitled to mandatory indemnification pursuant to Section 3a of this Article X; or

b. the Company has not otherwise agreed to indemnify or advance expenses to such Managing Member, officer, employee or agent pursuant to

Section 3b.

The Company does not recognize, and will not permit, any Managing Member, officer's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the Managing Member, officer, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, by virtue of the Company's exercise of its authority pursuant to Section 4 of this Article X.

**Section 4.** Section 2 shall not be construed to mean that indemnification by the Company is not permitted. Subject nevertheless to the limitations of Section 2, the Company may, in its sole discretion, make any other or further indemnification or advancement of expenses to any Managing Member, officer, employee or agent under any Regulation, agreement, vote of Members, or otherwise, both as to actions of such Managing Member, officer, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

**Section 5.** Any indemnification under this Article X shall be made by the Company only as authorized in a specific case upon a determination that indemnification of the Managing Member, officer, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article X. Such determination shall be made:

a. By the Members, by a unanimous vote of a quorum consisting of all Members who were not parties to such proceeding;  
or

b. Regardless of whether or not such a quorum is obtainable, by majority vote of a committee duly designated by the Members (in which Members who are parties may participate) consisting solely of two or more Members not at the time parties to the proceeding; or

c. By independent legal counsel:

i. Selected by the Members prescribed in Section 5a or the committee prescribed in Section 5b; or

ii. If a quorum of the Members cannot be obtained for purposes of Section 5a, and the committee cannot be designated for purposes of Section 5b, independent legal counsel selected by the unanimous vote of all Members (in which event Members who are parties may participate).

**Section 6.** Expenses incurred by a Managing Member or officer in defending a

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civil or criminal proceeding may be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Managing Member or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Company pursuant to this Article X. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Members may, from time to time, deem appropriate, which terms will require, at a minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Company pursuant to this Article X.

**Section 7.** Indemnification and/or advancement of expenses as provided in this Article X shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be a Managing Member, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Section 8.** If any part of this Article X shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

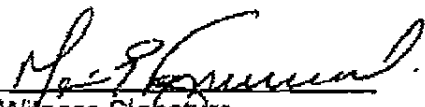
#### ARTICLE XI

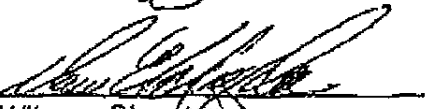
#### AMENDMENT

These Articles may be amended only by the unanimous vote of all Members of the Company at a duly called and noticed Members' meeting, called for the specific purpose of amending these Articles.

**IN WITNESS WHEREOF**, the undersigned, the initial Member of Surface Tech Southeast, L.L.C. has executed these Articles this 12<sup>th</sup> day of February, 2003.

Witnesses:

  
Witness Signature

  
Witness Signature

MEMBERS:

  
Gary F. Labrozzi, Member

  
Manuel M. Arvesu, Member

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**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned companies organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the companies is:

**SURFACE TECH SOUTHEAST, L.L.C.**

2. The name and address of the Registered Agent and Office is:

Manuel M. Arvesu, Esq.  
201 Alhambra Circle, Suite 502  
Coral Gables, Florida 33134

Signature

Date 2/13/03

Having been named as Registered Agent and to accept service of process for the above stated companies 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 I am familiar with and accept the obligations of my position as Registered Agent.

Manuel M. Arvesu

Date 2/13/03

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