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mailing address

affidavit no longer req.

Builders Punch Out, L.L.C.
8364 Tortuga St.
Navarre, FL 332566

March 27, 2003

State of Florida
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Dear Sirs:

Please mail the letter of acknowledgment to: Kelly Hall, 771 Spring Lake Dr., Destin, FL 32541.

If you should have any questions, I can be reached at 850-837-7173.

Thank you,

Kelly Hall.

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 31, 2003

KELLY HALL
771 SPRING LAKE DR
DESTIN, FL 32541

SUBJECT: BUILDERS PUNCH OUT, L.L.C.
Ref. Number: W03000009015

We have received your document for BUILDERS PUNCH OUT, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 703A00019106

ARTICLES OF ORGANIZATION OF

BUILDERS PUNCH OUT, L. L. C.

The undersigned hereby 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 liabilities companies for profit. We further declare that the following articles shall be the charter and authority of the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be BUILDERS PUNCH OUT, L. C., and its principal place of business shall be at 8364 Tortuga Street, Newarre FL 32566, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in the business of general punch out work for construction

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companies.

2. To engage in any other activity or business authorized under the Florida Statutes.

ARTICLES III

MEMBERS, MEMBERSHIP INTERESTS AND CAPITAL CONTRIBUTIONS

The members, membership interests and capital contributions shall be, as follows:

| <u>Member</u> | <u>Membership Interest</u> | <u>Capital Contributions</u> |
|--------------------------|-----------------------------------|-------------------------------------|
| Sean P. Donaldson | 50% | \$500.00 |
| Sophal Sao | 50% | \$500.00 |

Additional contributions may be made as required, as determined by a fifty-one percent (51%) vote of membership interests.

ARTICLE IV

PROFITS AND LOSSES

(a) **Sharing of Profits.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributed share of the profits specified in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

- (b) **Losses.** All losses that occur in the operation of the limited

03 APR -4 PM 3:08

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liability company business and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

ARTICLE V

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, 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 (and the regulations of the limited liability company) may be amended from time to time by a fifty-one percent (51%) vote of the membership interest of the limited liability company.

ARTICLE VI

DURATION

This limited liability company shall exist until twenty (20) years from the date of filing these articles with the Department of State, or until dissolved in a manner provided by law, or provided in the regulations adopted by the members.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of the limited liability company shall be located at 8364 Tortuga Street, Navarre, FL 32566.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VIII
MANAGEMENT

A. This limited liability company shall be managed by the managing member; however, all of the following shall require a fifty-one percent (51%) vote from the members:

- a. assigning property to creditors or other assignees;
- b. confessing a judgement;
- c. submitting a claim to arbitration;
- d. executing and delivering any debt instruments;
- e. conveying real or personal property of Builders Punch Out, L. L. C. ;
- f. pledging a member's membership interests to individuals or entities outside of Builders Punch Out, L. L. C. ;
- g. disposing of the goodwill of the company.

The name and address of the initial member, who shall serve as manager until the first annual meeting of members, or until his/her successor is elected and qualifies, is as follows:

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial registered agent is Sean P. Donaldson. The address of the initial registered office of the limited liability company is 37 Lake View Drive, City of Mary Esther, County of Okaloosa, State of Florida, and the name of its initial registered agent at such address is Sean P.

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P. Donaldson.

ARTICLE X


RESTRICTION ON MEMBERSHIP


Members shall have the right to admit new members by a fifty-one percent (51%) vote of the existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member interests in the limited liability company may not be sold or otherwise transferred except with a fifty-one percent (51%) vote of the then existing members. Upon 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 upon a fifty-one percent (51%) vote of the remaining members.

The undersigned being an original member of the limited liability company, hereby certifies that the foregoing constitute the Articles of Organization of Builders Punch Out, L. L. C.

Executed by the undersigned on the 27th of March, 2003.


Sean P. Donaldson


Sopha Sao

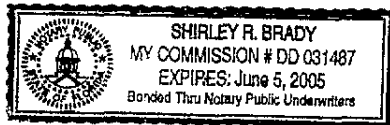
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STATE OF: Florida
COUNTY OF: Okaloosa

Before me, the undersigned authority, personally appeared Sean P. Donaldson and Sophal Sao, who are personally known to me being first duly sworn, states that they executed the foregoing instrument voluntarily and for the purposes therein stated this 27th day of March, 2003.


Notary Public




My Commission Expires:

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company at the place designated in these Articles, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 27th day of March, 2003.


Sean P. Donaldson
37 Lakeview Drive
Mary Esther, FL 32569