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LAW OFFICES OF

HARRY J. ROSS 6100 GLADES ROAD

SUITE 211
BOCA RATON, FL 33434

(561) 482-2400 FAX: (561) 482-2602 HJROSSLAWOFFICE@aol.com

September 9, 2003

HARRY J. ROSS

ADMITTED IN

FLORIDA & D.C.

#### VIA FEDERAL EXPRESS AIRBILL NO: 8427 2126 6829

Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re: Skylights USA LLC

Gentlemen:

Enclosed herewith are the following items:

- 1. Articles of Organization;
- 2. Acceptance of Registered Agent;
- 3. Transmittal Letter; and
- 4. \$130.00 check payable to the Florida Department of State.

Please process the Articles of Organization and forward your letter acknowledgment to my office along with the Certificate of Status.

Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Yours truly,

HARRY J. ROSS

HJR:bs Encls.

cc: Client

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## ARTICLES OF ORGANIZATION OF SKYLIGHTS USA, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

#### ARTICLE I - NAME

The name of the limited liability company shall be SKYLIGHTS USA, LLC ("Company").

#### ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 5533 N.W. 107th Avenue, Coral Springs, FL 33076.

#### ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

#### ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is The Law Office of Harry J. Ross, Harry J. Ross, Esq., 6100 Glades Road, Ste. 211, Boca Raton, FL 33434.

#### ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property.

#### ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

#### ARTICLE VII -- ADMISSION OF NEW MEMBERS

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 or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

### ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. 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 address of the members of the company are

NAME

**ADDRESS** 

Robert J. Palucci

5533 N.W. 107th Avenue Coral Springs, FL 33076

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Boca Raton., Florida, on this 4 day of September, 2003.

ROBERT J. PALUCCI

STATE OF FLORIDA COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this \_\_\_day of September, 2003, by Robert J. Palucci who is personally known to me.

> BETH L. SCOTT, NOTARY PUBLIC STATE OF FLORIDA, AT LARGE

Commission No. DD088095 My Commission Expires: 1/31/06

(SEAL)

OFFICIAL NOTARY SEAL BETH L SCOTT NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. DD088095 COMMISSION EXP. JAN. 31,2006

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Skylights USA LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Harry J. Ross, Esq. Register Agent for Skylights USA LLC

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