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### Costin and Costin

ATTORNEYS AT LAW
413 WILLIAMS AVENUE
PORT ST. JOE, FLORIDA 32456
TELEPHONE (850) 227-1159
FAX: (850) 229-6957

### Charles A. Costin

Cecil G. Costin, Jr. (1923 - 1990) Mailing Address: Post Office Box 98 Port St. Joe, FL 32457-0098

October 6, 2003

Florida Department of State Corporate Division Post Office Box 6327 Tallahassee, FL 32314

RE: Promac Engineering, LLC Argon Engineering, LLC

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Organization for the above referred limited liability companies. Please file the originals, certify the copies, and return the certified copies to me at your earliest convenience.

I have enclosed two checks each in the amount of \$125.00 to cover the fees.

Sincerely,

Kristy Lee

Enclosures

#### ARTICLES OF ORGANIZATION

OF

### PROMAC ENGINEERING, L.L.C.

The undersigned members to these Articles of Organization, persons competent to contract, hereby form a limited liability company, under Chapter 608, Florida Statutes, and do hereby certify that it has become such company under and pursuant to the following Articles of Organization.

## ARTICLE I

The name of the limited liability company is "PROMAC ENGINEERING, L.L.C."

# ARTICLE II Duration

The company shall have perpetual existence commencing on the date of filing.

# ARTICLE III Appointment and Acknowledgment of Designated Registered Agent and Office Address

The name and street address of this company's initial registered agent is Ralph E. Pinson, 10913 Scenic Drive, Pensacola, Florida 32507. The address of the initial principal office of this company and its mailing address is P.O. Box 34080, Pensacola, Florida 32507. The registered agent, by his signature hereon,

acknowledges that he has read the foregoing Articles of Organization and that he is familiar with and accepts the obligations of her appointment as designated registered agent.

# ARTICLE IV Right to Admit Additional Members

The additional members listed hereinbelow shall have the right to admit additional members; however, each member must unenimously consent to such additional member and to the amount of cuch additional members contribution to capital.

### ARTICLE V Management

This limited liability company is to be managed by its members in proportion to their capital contributions, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

The duties and responsibilities of management in addition to those set forth in Florida Statute 608.4225 (1993) are as follows: a) to negotiate contracts for lease or purchase of facilities or equipment, b) to maintain and safeguard the cash flow including management of the operating bank account and negotiating with financial institutions for short term capital needs, as may be determined necessary by the owners and management of the company, c) to comply with federal and state tax laws, d) to perform monthly reporting of financial position and the results of operations to

the membership along with comparisons to budgeted operations and anticipated cash flows, e) to monitor receivable collections and follow up where necessary, f) to audit monthly cost reports submitted to governmental agencies, g) to monitor compliance with policies and procedures established by the membership and management, h) to provide such services as may be agreed to in writing from time to time executed by membership and management.

### ARTICLE VI Membership

This limited liability company shall have 1 initial member A: S

The name and address of this 1 initial member is as follows:

Ralph E. Pinson P.O. Box 34080 Pensacola, Florida 32507 100% membership

# ARTICLE VII Voting

Voting on all matters relating to this company shall be vested exclusively in the membership. Each member's vote shall be weighed in proportion to that member's capital account, as adjusted from time to time to properly reflect any addition of contributions or withdrawals by the members. Sharing of profits and losses shall likewise be allocated on the basis of each member's capital account unless modified by separate contract signed by all members.

IN WITNESS WHEREOF, the undersigned member has executed these

Articles of Organization on the 29 day of September, 2003; and, in accordance with Section 608.408 (3), Florida Statutes, the execution of these Articles constitutes an affirmation under penalties of perjury that the facts stated herein are true.

ATTEST:

RALPH E. PINSON FLORIUA

STATE OF FLORIDA COUNTY OF ESCAMBLA

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared RALPH E. PINSON, who is personally known to me or who produced as identification, known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein described.

SWORN TO AND SUBSCRIBED before me this  $\frac{34}{2003}$  day of September, 2003.



Notary Public

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that **PROMAC ENGINEERING**, **L.L.C.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at Pensacola,

Samble County, Florida, has named RALPH E. PINSON, 10913
Scenic Drive, Pensacola, Florida 32507, as its agent to accept service of process within this State.

### ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.

RALPH É. PINSON

Registered Agent

10913 Scenic Drive Spensacola, FL 3250