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(Requestor's Name)

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(Business Entity Name)

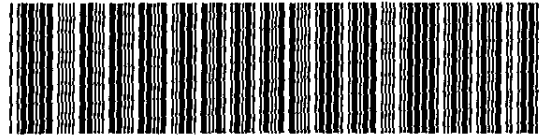
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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John M. Derr  
5046 San Rocco Court  
Punta Gorda, FL 33950  
(941) 575-1228

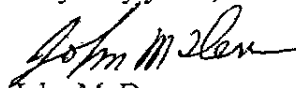
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: JOHN M. DERR, LLC

To Whom It May Concern:

Enclosed please find original and copy of Articles of Incorporation for filing, along with my check in the amount of \$125.00 to cover said filing fees. I await return of the filing confirmation. Thanking you in advance for your help, I remain

Very truly yours,

  
John M. Derr

:sb  
Enclosures

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TALLAHASSEE, FLORIDA

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PS. I have enclosed an additional  
\$30.00 to obtain a "Certified Copy"  
Total check \$155.00.

ARTICLES OF ORGANIZATION  
OF  
JOHN M. DERR, LLC

The undersigned certifies that he hereby has created these Articles of Organization for JOHN M. DERR, LLC, for the purpose of becoming a limited liability company under the laws of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The following Articles shall serve as the charter and authority to conduct a limited liability company.

ARTICLE I

Name and Principal Place of Business: The name of the limited liability company shall be JOHN M. DERR, LLC, and its principal office shall be located at 5046 San Rocco Court, Punta Gorda, County of Charlotte, State of Florida 33950, but it shall have the power and authority to establish branch offices, and any other place or places as its members or member may designate.

ARTICLE II

Powers and Purpose: 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 include as follows:

1. To engage in any activity or business authorized under Florida Statutes.
2. In general, to carry on any and all incidental business or businesses; to have and exercise all 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.

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3. To undertake carpentry work and the like, and carry 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 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 service 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 own, hold, control, manage, sell, lease, or otherwise deal in purchase of sale or development for management of real property.

7. To engage in any advertising or promotional business or enterprise.

8. 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 authorizing 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 member or 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 of the limited liability company.

#### ARTICLE IV

Management. The management of this limited liability company is reserved to its member or members. The member who shall manage this company, and whose name and address is as follows is: JOHN M. DERR, 5046 San Rocco Court, Punta Gorda, Florida 33950.

This Article may be amended from time to time, at such time as the limited liability member or members determine that it may be subsequently appropriate for the company to be managed by managers.

#### ARTICLE V

Membership Restrictions: The member shall have the right to admit new members to this limited liability company. Thereafter the members may admit additional new members upon the unanimous consent of the existing members. Contribution required of any new member shall be determined as of the time of admission to the limited liability company. In the event of more than one member of the limited liability company, a members interest in the limited liability company may not be sold or otherwise transferred, except in the case of death, in which case the membership may be transferred pursuant to Will or by intestate succession, except with the unanimous written consent of all of the members of the limited liability company. 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 this limited liability company, the remaining member or members shall have the right to continue the business on unanimous consent of the remaining member or members.

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## ARTICLE VI

Capital Contributions: The initial Capital contributions in the amount of \$ 2500.00 shall be paid to the limited liability company by its initial member. Such contribution may be made in the form of cash, personal, or real property. Additional contributions may be required from the member or members for investment purposes, as determined by unanimous consent of the members. Members shall make contributions in proportion to their ownership interest of and in this limited liability company.

## ARTICLE VII

### Profits and Losses:

A. Profit Sharing. The member 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 his or its distributive share of the profits, and which distributive share shall be in the same proportion as the ownership interest in or of this limited liability company. The distributive share of profits shall be determined and paid to the members at least annually.

B. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company, and the profits of the business undistributed.

## ARTICLE VIII

Duration: This limited liability company shall come into existence upon the filing of these Articles of Organization with the Office of the Secretary of State of the State of

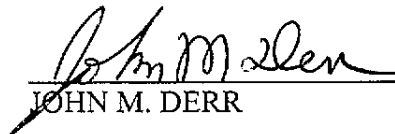
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TALLAHASSEE, FLORIDA

Florida, and shall exist in perpetuity, or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the members.

ARTICLE IX

Initial Registered Office and Registered Agent: The address of the initial registered office of the limited liability company is 5046 San Rocco Court, Punta Gorda, Florida 33950, and the name of the company's initial Registered Agent at that address is JOHN M. DERR. The name and address of the registered office and agent may from time to time be changed as provided by law.

IN WITNESS WHEREOF, the undersigned being the original member of this limited liability company, certifies that this instrument constitutes the Articles of Organization of **JOHN M. DERR, LLC**, executed by the undersigned at Punta Gorda, Charlotte County, Florida, on the 25 day of December, 2003.

  
JOHN M. DERR

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