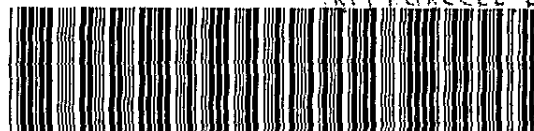


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**ROBERT M. JOHNSON, P.L.**

**Attorney at Law**  
27 SOUTH ORANGE AVENUE  
SUITE TWO  
SARASOTA, FLORIDA 34236  
TELEPHONE (941) 906-1480  
FACSIMILE (941) 906-1470

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 29, 2004

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

**In Re: MARSHALL ENGINEERING, L.L.C.**

To Whom It May Concern:

We are enclosing the Articles of Organization for MARSHALL ENGINEERING, L.L.C. and a check in the amount of \$125.00 to cover the filing fee.

Please transmit a certified copy of the Articles of Organization to the undersigned at the above address.

Very truly yours,

ROBERT M. JOHNSON, P.L.

Robert M. Johnson

RMJ:cg

Encl: Check: \$125.00

Articles of Organization, in duplicate

Clients 899\MARSHALL ENGINEERING, L.L.C.\L-Div. of Corp. 032904

ARTICLES OF ORGANIZATION

OF

**MARSHALL ENGINEERING, L.L.C.**

**FILED**

2004 APR 1 A 10:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 **MARSHALL ENGINEERING, L.L.C.**, ("Company"). The mailing address and street address of the Company in Florida shall be 5115 Glade Fern Court, Sarasota, Florida 34238.

ARTICLE II - 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 III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to acquire and own real property and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Ralph B. Marshall, P.E., 5115 Glade Fern Court, Sarasota, Florida 34238.

ARTICLE V - 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 upon 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.

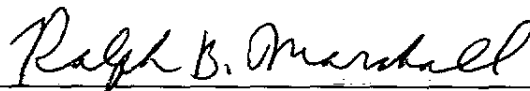
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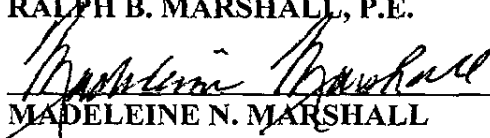
ARTICLE VI - MANAGEMENT

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 addresses of the managers of the company are:

<u>Name</u>	<u>Address</u>
Ralph B. Marshall, P.E.	5115 Glade Fern Court, Sarasota, Florida 34238
Madeleine N. Marshall	5115 Glade Fern Court, Sarasota, Florida 34238

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Sarasota, Florida for the foregoing uses and purposes this 26<sup>th</sup> day of March, 2004.

  
RALPH B. MARSHALL, P.E.

  
MADELEINE N. MARSHALL

FILED

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **MARSHALL ENGINEERING, L.L.C.**, as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

2004 APR 1 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Ralph B. Marshall*

**RALPH B. MARSHALL, P.E.**

Registered Agent