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4/16/04

LAW OFFICES OF
GIBSON & KOHL-HELBIG, P.L.

LAW OFFICES OF
JAMES D. GIBSON, P.A.

JAMES D. GIBSON
ATTORNEY AT LAW
BOARD CERTIFIED - BUSINESS LITIGATION

400 BURNS COURT
SARASOTA, FLORIDA 34236
Website: www.legaljim.com

TELEPHONE 941-362-8880
TELECOPIER 941-362-8881
E-MAIL legaljimjd@comcast.net

03-1214

March 29, 2004

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

Re: Bricar Engineering & Construction, LLC

W04-14237

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Ladies and Gentlemen:

Enclosed herewith please find the original Article of Organization of Bricar Engineering & Construction, L.L.C. along with the original Affidavit of Membership and Contributions.

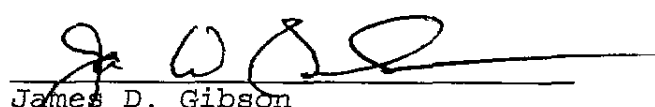
I have also enclosed my firm's check made payable to the Department of State for the \$100.00 new L.L.C. filing fee, and the \$25.00 Registered Agent fee.

I have also enclosed a duplicate copy of the Article of Organization and Affidavit. Would you please have file stamped copies returned in the enclosed envelope.

Thank you. Should you have any questions, please feel free to call.

Very truly yours,

GIBSON & KOHL-HELBIG, P.L.


James D. Gibson
For the Firm

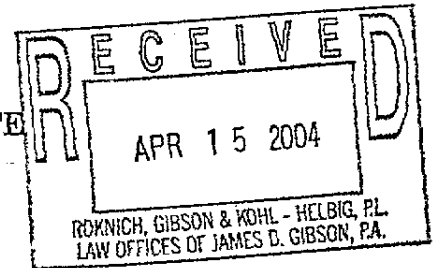
Enclosure

cc: Bricar Construction

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State



April 13, 2004

JAMES D. GIBSON
GIBSON & KOHL-HELBIG, P.L.
400 BURNS COURT
SARASOTA, FL 34236

SUBJECT: BRICAR ENGINEERING & CONSTRUCTION, L.L.C.
Ref. Number: W04000014237

We have received your document for BRICAR ENGINEERING & CONSTRUCTION, 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):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on April 2, 2004. Please amend your document accordingly.

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 904A00024209

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DIVISION OF CORPORATIONS
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Division of Corporations, P.O. Box 6327, Tallahassee, Florida 32314
The enclosed document has not been filed and is being returned to you for the following correction(s):
Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on April 2, 2004. Please amend your document accordingly.

ARTICLES OF ORGANIZATION OF

BRICAR ENGINEERING & CONSTRUCTION, L.L.C.

The undersigned certify that we have associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **BRICAR ENGINEERING & CONSTRUCTION, L.L.C.**, and its principal office shall be located at 16386 Jo Mar Road, Sarasota, FL 34240, in the County of Sarasota, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

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 be as follows:

1. To engage in any lawful business or activity.
2. 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 of such contracts.
3. 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.

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,

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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 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

This limited liability company is to be managed by one manager. The name and address of the persons who shall serve as manager until the first annual meeting of the members or until a successor is elected and qualified is as follows:

Howard M. Wexler
16386 Jo Mar Road
Sarasota, FL 34240

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On 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 on unanimous consent of the remaining members. The member of members continuing the business shall compensate the departing member pursuant to the regulations of this limited liability company contained in the separate agreement.

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ARTICLE VI

DURATION

The date and time when the existence of the limited liability company shall commence shall be ~~January 17, 2004~~ ^{April 16, 2004} at 12:01 a.m. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII

L01-7797

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is GIBSON & KOHL-HELBIG, P.L., 400 Burns Court, Sarasota, Florida 34236, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Attn: James D. Gibson, Esquire.

The undersigned, being a member of the limited liability company, certifies that this instrument constitutes the Articles of Organization of BRICAR ENGINEERING & CONSTRUCTION, L.L.C.

Executed by the undersigned on 16th day of ~~November, 2003~~ ^{February, 2004}.

x Carrie Dunbar
Carrie A. Dunbar
Member

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16th day of ~~November, 2003~~ ^{February, 2004} by Carrie A. Dunbar, as member, on behalf of BRICAR ENGINEERING & CONSTRUCTION, L.L.C., a limited liability company, who is (Notary choose one) [☒] personally known to me, or [☐] who has produced _____ as identification.

Christopher M. Madonna
Signature of Notary Public

Printed name of Notary Public

My Commission expires:

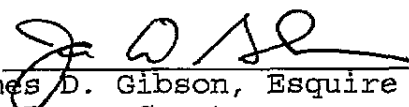


OFFICIAL SEAL
Christopher M. Madonna
D.D.# 172817
My Commission Expires Dec. 19, 2006

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all related statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

GIBSON & KOHL-HELBIG, P.L.

By: 
James D. Gibson, Esquire
400 Burns Court
Sarasota, FL 34236
941-362-8880
Fax: 941-362-8881

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