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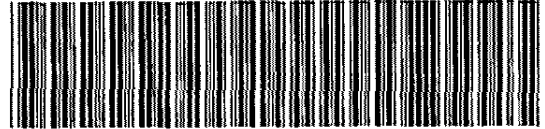
(Business Entity Name)

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5504

307 Airport Pulling Rd. North  
P.O. Box 7128, Naples, FL 34101  
(239) 643-6263 Fax: (239) 643-5243

Attorneys at Law  
RICHARD D. SPARKMAN  
JEFFREY C. QUINN  
KAREN S. BEAVIN

## LAW OFFICES

**Sparkman & Quinn, P.A.**

April 26, 2004

Florida Department of State  
Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: A-1 Patios, L.L.C.

Dear Sir or Madam:


In reference to the above, please find enclosed the following:

1. Articles of Organization of A-1 PATIOS, L.L.C.
2. Designation of Registered Agent.
3. Check in the amount of \$155.00 covering the following:
  - a. Filing Fee \$100.00
  - b. Registered Agent Fee \$ 25.00
  - c. Certified Copy \$ 30.00

Please file the original, certify the copy, and return same to this office.

Sincerely,

SPARKMAN AND QUINN, P.A.

  
RICHARD D. SPARKMAN

RDS/tl  
Enclosure(s) as stated

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ARTICLES OF ORGANIZATION  
OF  
A-1 PATIOS, L.L.C.

ARTICLE I  
NAME

The name of this Limited Liability Company (also referred to as "Company") is A-1 PATIOS, L.L.C.

ARTICLE II  
ADDRESS

The street address and mailing address of A-1 PATIOS, L.L.C. is 1754 Beverly Drive, Naples, Florida 34114.

ARTICLE III  
PURPOSE

This Limited Liability Company is created for the purpose of installing patios and sales, all related services, and in such other business or businesses as may be agreed on by the members.

ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this Limited Liability Company shall be 1754 Beverly Drive, Naples, Florida 34114, and such other place or places as the members from time to time may determine.

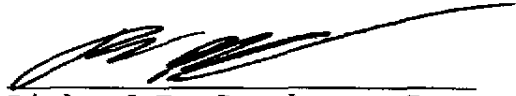
The initial Registered Agent of the Limited Liability Company shall be Richard D. Sparkman, Esq., at the following address:

307 Airport Pulling Road North  
Naples, Florida 34104

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 statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my

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position as registered agent as provided for in Chapter 608, F.S.

  
Richard D. Sparkman, Esq.

ARTICLE V  
MANAGEMENT OF BUSINESS

The day-to-day activities of the Limited Liability Company shall be managed by the members. The members shall have rights in the general management or conduct of the Limited Liability Company in accordance with their respective percentage interest.

The members' names and addresses as follows:

|  |   |
|--|---|
| Howard Ellis<br>Fifty-one percent (51%)      | 1754 Beverly Drive<br>Naples, Florida 34114             |
| Zachary Batcher<br>Twenty-nine percent (29%) | 1290 Highland Drive Apt. 1-A<br>Naples, Florida 34103   |
| Charles Gaines<br>Ten percent (10%)          | 4255 Jefferson Lane, Apt. 7202<br>Naples, Florida 34116 |
| Jeremy Gould<br>Ten percent (10%)            | 4255 Jefferson Lane, Apt. 7202<br>Naples, Florida 34116 |

The company is therefore a "member-managed" limited liability company. The following decisions shall be made only by unanimous consent of the members:

- a. Assigning Company property to creditors or other assignees, including debts owed the Company;
- b. Confessing a judgment;
- c. Pledging a member's interest to outsiders;
- d. Disposing of the good will of the Company

ARTICLE VI  
PROPERTY

Real or personal property originally brought into or transferred to the Company, or acquired by the Company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

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ARTICLE VII  
MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice within 30 days after the close of the Company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the Regulations.

ARTICLE VIII  
TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the Company, but shall be entitled only to the share of profits, or other compensation or return of contributions to which the transferor otherwise would be entitled.

ARTICLE IX  
PROFITS AND LOSSES

Profits and losses generated by the business of this Company shall be paid only after the repayment of any Company debt, and shall be passed through to the members in their proportionate share of the Company.

ARTICLE X  
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company may remain in existence and continue in business pursuant to the applicable provisions of State Law or Article XI.

ARTICLE XI  
DISSOLUTION, WINDING UP, LIQUIDATION  
(a)

The Limited Liability Company may be dissolved on the occurrence of any of the following events, unless the remaining members, by a simple majority, give their written consent to the continuation of the Company:

1. Death, disability or bankruptcy of a member;
2. Withdrawal, retirement or expulsion of a member;
3. Unanimous written consent of the members.

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(b)

Provided however, remaining members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the Company.

If the remaining members elect to continue the Company, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined below, as of the date of the events numerated above. Payment shall be made within three (3) months.

The value of a member's interest in the Limited Liability Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the Company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the Company. If any member withdraws from the Company, that member shall be entitled to his initial contribution, to any subsequent contributions, and to simple interest of 10% on the foregoing amounts.

On dissolution of the Limited Liability Company, if the Company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the Company shall be applied to Company liabilities in the following order:

- (1) Amounts owing to creditors other than members;
- (2) Amounts owing to members other than for capital and profits;
- (3) Amounts owing to members in respect to capital;
- (4) Amounts owing to members in respect to profits.

#### ARTICLE XII DISPUTE AMONG MEMBERS

Any dispute or controversy arising in connection with these Articles which are not otherwise resolved shall be first submitted to mediation. If mediation is unsuccessful the parties may choose arbitration or file suit pursuant to the laws of the State of Florida.

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ARTICLE XIII  
AMENDMENTS

These Articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the Company, with the Florida Secretary of State. All members of the Company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on April 23, 2004.

Howard Ellis  
HOWARD ELLIS

Zachary Batch  
ZACHARY BATCHER

Charles Gaines  
CHARLES GAINES

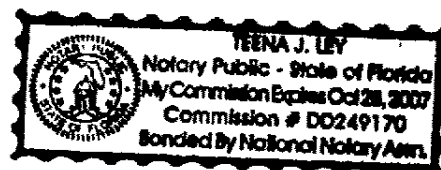
Jeremy Gould  
JEREMY GOULD

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me personally appeared HOWARD ELLIS known to me personally or identified to me by personally known to me as the person described in and who executed the foregoing instrument, and acknowledge to and before me that he executed said instrument for purposes therein expressed.

WITNESS my hand and official seal, this 22 day of April, 2004.

Teena J. Ley  
Notary Signature

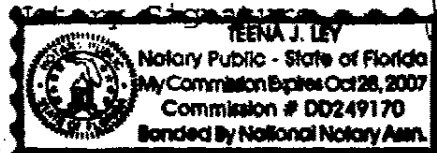


STATE OF FLORIDA  
COUNTY OF COLLIER

Before me personally appeared ZACHARY BATCHER known to me personally or identified to me by FL D.L.# B326-996-82-173-0 as the person described in and who executed the foregoing instrument, and acknowledge to and before me that he executed said instrument for purposes therein expressed.

WITNESS my hand and official seal, this 23 day of April, 2004.

*Teena J. Ley*  
Notary Signature

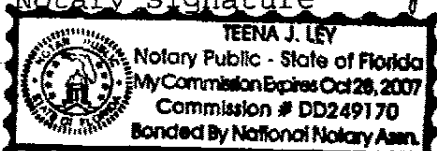


STATE OF FLORIDA  
COUNTY OF COLLIER

Before me personally appeared CHARLES GAINES known to me personally or identified to me by FL D.L.# A520-159-58-415-0 as the person described in and who executed the foregoing instrument, and acknowledge to and before me that he executed said instrument for purposes therein expressed.

WITNESS my hand and official seal, this 23 day of April, 2004.

*Teena J. Ley*  
Notary Signature

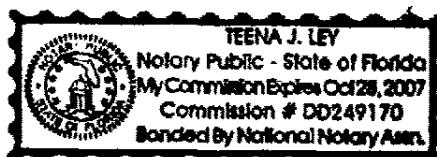


STATE OF FLORIDA  
COUNTY OF COLLIER

Before me personally appeared JEREMY GOUDE known to me personally or identified to me by FL D.L.# G430-939-82-092-0 as the person described in and who executed the foregoing instrument, and acknowledge to and before me that he executed said instrument for purposes therein expressed.

WITNESS my hand and official seal, this 23 day of April, 2004.

*Teena J. Ley*  
Notary Signature



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