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Florida Department of State  
Division of Corporations  
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STATE OF FLORIDA  
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Red Metal Roof, LLC

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF ORGANIZATION  
OF  
RED METAL ROOF, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

**ARTICLE I - NAME**

The name of the limited liability company, hereinafter referred to in these Articles as (the "Company") is, Red Metal Roof, LLC.

**ARTICLE II - ADDRESS OF INITIAL PRINCIPAL OFFICE OF COMPANY**

The Company's initial principal office in Florida is located at 204 East Water Street, Panama City Beach, Florida 32413, and the mailing address is P.O. Box 611365, Rosemary Beach, Florida 32461. However, the Company shall have the power and authority to establish branch offices at such places as may be designated by the members.

**ARTICLE III - INITIAL REGISTERED AGENT**

The initial registered agent of the Company shall be William Darrell Russell. The street address of the initial registered agent is 204 East Water Street, Panama City Beach, Florida 32413 and the mailing address is P.O. Box 611365, Rosemary Beach, Florida 32461.

**ARTICLE IV - PERIOD OF DURATION/CONTINUATION**

The period of duration of the Company shall begin on the date of filing these Articles with the Department of State and shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

**ARTICLE V - PURPOSE**

The general purpose for which the Company is organized is to acquire real estate investment property, or other entities involved in the acquisition, development and investment in real estate.

In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which limited liability companies may be organized according to the laws of the State of

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Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.

#### ARTICLE VI - MANAGEMENT

The Company is to be managed by a managing member. The name and mailing address of the initial managing member who is to serve until the first Annual Meeting of the Members or until such party's successor is duly elected and qualified is William Darrell Russell, P.O. Box 611365, Rosemary Beach, Florida 32461.

#### ARTICLE VII - MEMBERS

The names and addresses of the initial members of the company are William Darrell Russell, street address of 204 East Water Street, Panama City Beach, Florida 32413 and mailing address of P.O. Box 611365, Rosemary Beach, Florida 32461, Paul and Beth Murphy, 7045 Hunters Ridge, Woodstock, Georgia 30189 and Dennis and Mary Murphy, 429 Oceanview Terrace, Encinitas, California 90204.

#### ARTICLE VIII - RESTRICTIONS ON MEMBERSHIP

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

#### ARTICLE IX - 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 the Company, except as otherwise provided in these Articles, the regulations of the Company, or the Operating Agreement of the Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

#### ARTICLE X - AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

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IN WITNESS WHEREOF, the undersigned has executed these Articles on the 24<sup>th</sup> day of May, 2004 as the authorized representative for the members of Red Metal Roof, LLC.

By: William Darrell Russell  
William Darrell Russell

STATE OF FLORIDA  
COUNTY OF OKALOOSA

On this 24<sup>th</sup> day of May, 2004, before me personally appeared William Darrell Russell, the authorized representative of the members of the Company, a Florida Limited Liability Company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

(Affix Seal)



Ruth Ann Lynch  
Notary Public

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

THIS INSTRUMENT PREPARED BY  
Hall & Runnels, P.A.  
J. David Snell  
4399 Commons Drive East  
Suite 300  
Destin, FL 32541  
(850) 337-4600

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF 608.415, FLORIDA STATUTES, THE REFERENCED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

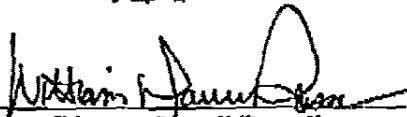
1. The name of the limited liability company is: Red Metal Roof, LLC
2. The name and address of the registered agent and office is:

William Darrell Russell  
Mailing address: P.O. Box 611365  
Rosemary Beach, Florida 32461

Physical address: 204 East Water Street  
Panama City Beach, Florida 32413

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 position as registered agent.

DATED: May 19, 2004

  
By: William Darrell Russell

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