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#### LAW OFFICE

#### STEPHEN M. FEIDELMAN, P.A.

#### 2134 HOLLYWOOD BOULEVARD HOLLYWOOD, FLORIDA 33020-6701

BROWARD (954) 927-2889 DADE (305) 931-4100 FAX (954) 923-6545

September 8, 2004

Via Federal Express

Fla. Dept. of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

RE: Articles of Correction of

"DUNWORTH AIR CONDITIONING L.L.C."

#### Dear Sir or Madam:

Please find enclosed our Check No.2790, of even date, in the amount of Thirty-three Dollars and Seventy-five Cents (\$33.75), in payment for filing fees for the enclosed Articles of Correction and for a certified copy thereof regarding the above-referenced business.

gais truly

Stephen M. Feidelman

Enclosures: As stated

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## ARTICLES OF CORRECTION OF DUNWORTH AIR CONDITIONING L.L.C.

The undersigned, acting as an authorized representative of the initial members of the Dunworth Air Conditioning, L.L.C. (The "Company"), under the provisions of the Florida Limited Liability Company Act, Chapter 608.4115, *Florida Statutes*, adopts the following corrections of the Articles of Organization of Dunworth Air Conditioning L.L.C. filed on August 11, 2004 and assigned document number L04000060172.

The Article of Organization, as filed, erroneously contained the following Article providing for the management of the Company by one or more of its members, to wit:

#### **ARTICLE IV - MANAGEMENT**

The Company shall be managed by one or more of the members as, from time to time, shall be set forth in the limited liability company operating agreement for the Company. The initial managing members shall be Jack Dunworth and Patricia Dunworth.

The Company intended that it be managed by one or more managers who will be appointed by its members, and corrects the Articles of Organization of the Company by deleting the existing Article IV - Management, in its entirety, and replacing it with the following:

#### ARTICLE IV - MANAGEMENT

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Patricia Dunworth Jack Dunworth President Secretary and Treasurer

Signature of a member or authorized representative of a member

signature of a member of audiorized representative of a member

## ARTICLES OF ORGANIZATION OF DUNWORTH AIR CONDITIONING L.L.C.

The undersigned, acting as an authorized representative of the initial members of the captioned limited liability company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization.

#### ARTICLE I - NAME

The name of this limited liability company is Dunworth Air Conditioning L.L.C. (called the "Company") and the mailing address and street address of its principal office is 3938 N.E. 5th Terrace, Fort Lauderdale, FL 33334.

#### ARTICLE II - EFFECTIVE DATE

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

#### ARTICLE III - PURPOSE OF ORGANIZATION

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under the laws of Florida.

### ARTICLE III - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the Company's initial registered agent Stephen M. Feidelman, Esq., 2134 Hollywood Boulevard, Hollywood, FL 33020

#### **ARTICLE IV - MANAGEMENT**

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The Company shall be managed by one or more of the members as, from time to time, shall be set forth in the limited liability company operating agreement for the Company. The initial managing members shall be Jack Dunworth and Patricia Dunworth.

#### ARTICLE V - OPERATING AGREEMENT

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

#### **ARTICLE VI - INDEMNIFICATION**

If the criteria set forth in §608.4363, Florida Statutes, or any successor statute, have been met, then the Company shall indemnify any Manager or member, or former Manager or member,

his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4363, Florida Statutes.

#### ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The remaining members may admit additional members only upon such terms and conditions of admission as shall be set forth in the limited liability company operating agreement for the company.

#### ARTICLE VIII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company upon such terms and conditions as shall be set forth in the limited liability company operating agreement for the Company.

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

> CERTIFICATE OF DESIGNATION OF CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §§608.415 and 608.507, Florida Statutes, Dunworth Air Conditioning L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Stephen M. Feidelman, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State, and designates 2134 Hollywood Boulevard, Hollywood, FL 33020, the business of its Registered Agent, as its Registered Office in the state of Florida.

n M. Feidelman, as Authorized Representative

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 statues 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.