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JOSEPH A. MORRISON  
ATTORNEY AT LAW

3600 SOUTH FLORIDA AVENUE - SUITE 3  
LAKE LAND, FLORIDA 33803 - 4869

FILED

TELEPHONE (863) 644-3399  
FAX (863) 644-2821

December 29, 2004

12-31-04 3:53

RECEIVED  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: HEARTLAND MANUFACTURING, L.L.C.

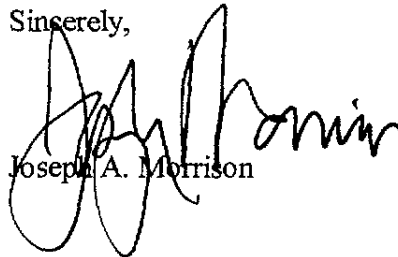
Dear Sirs:

I am enclosing the original and one copy of proposed Articles of Organization of Florida Limited Liability Company in regard to HEARTLAND MANUFACTURING, L.L.C., together with a certificate designating resident agent. Please approve and file the originals and return a certified copy to me.

Also enclosed is my check payable to you for your charges as follows:

Filing Fee for Articles of Organization	\$100.00
Filing Fee for Certificate	
Designating Resident Agent	\$25.00
Certified Copy	30.00
Certificate of Status	<u>5.00</u>
Total:	\$160.00

Sincerely,



Joseph A. Morrison

JAM/jh

Enclosure

cc: Joseph Craven, w/out enclosures  
Scott Johnson, w/out enclosures  
Steve Hamic, C.P.A., with enclosures

ARTICLES OF ORGANIZATION  
OF  
HEARTLAND MANUFACTURING, L.L.C.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of the Limited Liability Company is HEARTLAND MANUFACTURING,  
L.L.C.

ARTICLE II. PERMITTED BUSINESSES  
AND ACTIVITIES

This limited liability company may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the limited liability company shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness of liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(g) Make gifts for educational, scientific or charitable purposes.

(h) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, against liability for their good faith acts and omissions to the extent provided by law.

(i) Purchase and maintain insurance on behalf of any person who is or was a member, manager, employee, or agent of the corporation, or is or was serving at the request of the limited liability company as a member, manager, officer, director, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the limited liability company would have the power to indemnify him against such liability under the other provisions of these Articles.

(j) Enter into general partnerships, limited partnerships (whether the limited liability company be a limited or general partner), joint ventures, syndicates, pools, associations, and

other arrangements for carrying on one or more of the purposes set forth in these Articles, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the limited liability company.

### ARTICLE III. TERM OF EXISTENCE

The existence of this limited liability company is to begin on January 1, 2005, and shall continue perpetually thereafter.

### ARTICLE IV. MEMBERSHIP RESTRICTIONS.

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

### ARTICLE V. PRINCIPAL OFFICE ADDRESS

The street address and mailing address of the initial principal office of the limited liability company in the State of Florida is 2105 Peerless Road, Mulberry, Florida 33860. The Members may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

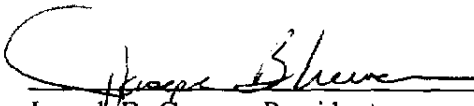
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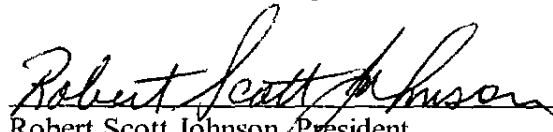
The street address of the initial registered office of the limited liability company in the State of Florida is 3500 South Florida Avenue, Suite 3, Lakeland, Florida 33803, and the name of the limited liability company's initial registered agent at that address is Joseph A. Morrison. The Members may from time to time move the registered office to any other address in Florida.

ARTICLE VII. - MANAGEMENT

The limited liability company is to be managed by its Members.

The undersigned Member acknowledges that the statements set forth above are made under penalties of perjury and that the facts stated herein are true.

  
\_\_\_\_\_  
Joseph B. Craven, President,  
Heartland Manufacturing, Inc., Initial Member

  
\_\_\_\_\_  
Robert Scott Johnson, President,  
Florida Fiberglass Systems, Inc., Initial Member

STATE OF FLORIDA  
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared Joseph B. Craven, President of Heartland Manufacturing, Inc., to me known to be the person noted above, and who executed the foregoing Articles of Organization, and Joseph B. Craven, President of Heartland Manufacturing, Inc., acknowledged before me that they subscribed to those Articles of Organization.

WITNESS my hand and official seal in the state and county named above this 29th  
day of December, 2004. **FILED**

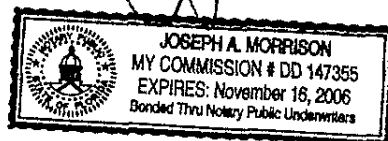
My commission expires:  
(affix notarial seal)

Joseph A. Morrison  
Notary Public

2005 JAN -3 P 1:53

NOTARY PUBLIC  
STATE OF FLORIDA

STATE OF FLORIDA  
COUNTY OF POLK

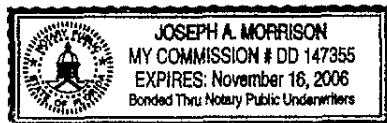


I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared Robert Scott Johnson, President of Florida Fiberglass Systems, Inc., to me known to be the person noted above, and who executed the foregoing Articles of Organization, and Robert Scott Johnson, President of Florida Fiberglass Systems, Inc., acknowledged before me that they subscribed to those Articles of Organization.

WITNESS my hand and official seal in the state and county named above this 29th  
day of December, 2004.

My commission expires:  
(affix notarial seal)

Joseph A. Morrison  
Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

FILED

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CLERK OF COURT  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said Act:

That HEARTLAND MANUFACTURING, L.L.C., desiring to organize under the  
laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at  
the City of Mulberry, County of Polk, State of Florida, has named Joseph A. Morrison, Esq. located  
at 3500 South Florida Avenue, Suite 3, Lakeland, Florida 33803, as its agent to accept service of  
process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated limited liability  
company, at the place designated in this certificate, I hereby accept to act in this capacity and agree  
to comply with the provision of said act relative to keeping open said office.

  
\_\_\_\_\_  
Joseph A. Morrison,  
Registered Agent