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05 MAY -6 PM 2:43
TALLAHASSEE FLORIDA

HAMILTON MANUFACTURING, LLC

April 28, 2005

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Organization
HAMILTON MANUFACTURING, LLC

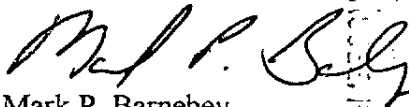
Dear Sirs:

Enclosed please find Articles of Organization for HAMILTON MANUFACTURING, LLC for filing in the appropriate limited liability company records of the State of Florida.

Also enclosed is the filing fee in the amount of \$155.00 and a duplicate set of Articles for certification and return for the undersigned.

Thank you for your assistance.

Very Truly Yours,


Mark P. Barnebey
For Hamilton Manufacturing, LLC

05 MAY -6 PM 2:13
STATE
TALLAHASSEE, FLORIDA

MPB/jld

Enclosures

*"Industry is increased, commodities are multiplied, agriculture and manufacturers flourish:
and herein consist the true wealth and prosperity of a state."*

-- Alexander Hamilton, 1790

FAX AUDIT #

ARTICLES OF ORGANIZATION
OF
HAMILTON MANUFACTURING, 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, does set forth the following:

ARTICLE I - NAME

The name of the Company is Hamilton Manufacturing, LLC.

ARTICLE II - DURATION

The duration of the Company is perpetual.

ARTICLE III - ADDRESS AND PLACE OF BUSINESS

The mailing address and street address of the principal place of the principal office of the Company in Florida is:

1301 Sixth Avenue West, Suite 401
Bradenton, Florida 34205

ARTICLE IV - PURPOSE

The purposes of the Company shall be to manufacture and develop pre-constructed buildings, structures and other facilities and to own, improve, operate, lease, manage, construct, develop, convert to condominiums, and sell (in parts or in one bulk sale transaction) real estate, either directly or indirectly, and any business related thereto or useful in connection therewith, and any other lawful business purpose or activity permitted by the Florida Limited Liability Company Act (the "Act"). The Company shall have all powers of a limited liability company as provided in the Act, including authorization to manufacture and develop pre-constructed buildings, structures and other facilities purchase, mortgage, sell, lease, manage, develop, construct, renovate, operate, improve, alter, transfer, joint venture or otherwise convey and encumber all or any portion of the Company's property at any time and from time to time, and to do all other things necessary or appropriate to carry out the foregoing purposes.

05 MAY -6 PM 2:43
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

FAX AUDIT #

Prepared by: Mark P. Barnebey, Esq.
Kirk Pinkerton
1301 Sixth Avenue West, Suite 401
Bradenton, Florida 34205
(941) 744-2288
Atty Bar #370827

ARTICLE V - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Company is as follows:

Mark P. Barnebey
1301 Sixth Avenue West, Suite 401
Bradenton, Florida 34205

ARTICLE VI - MEMBERS

The Company shall have such Members as may be admitted from time to time in accordance with these Articles of Organization and the Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

The Company is to be manager-managed as provided in the Operating Agreement. The names and addresses of the managers, who will serve as managers until the first annual meeting of Members or until their successor or successors are elected and qualified, are as follows:

Daniel O. Shepard	1301 Sixth Avenue West, Suite 401 Bradenton, Florida 34205
James Powers, III	1301 Sixth Avenue West, Suite 401 Bradenton, Florida 34205
Mark P. Barnebey	1301 Sixth Avenue West, Suite 401 Bradenton, Florida 34205

ARTICLE VIII - INDEMNIFICATION

The Company shall indemnify each managing Member, manager and officer to the fullest extent permitted by the Florida Limited Liability Company Act.

STATE OF FLORIDA
TALLAHASSEE
05 MAY -6 PM 2:43

FAX AUDIT #

ARTICLE IX - COMMENCEMENT OF EXISTENCE

In accordance with Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of subscription and acknowledgment of these Articles of Organization. In the event these Articles of Organization are not filed within the time period set forth in Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of filing by the Secretary of State.

Under penalties of perjury I declare that I have read the foregoing Articles of Organization and that the facts alleged are true, to the best of my knowledge and belief.

Dated: APRIL 28, 2005



Mark P. Barnebey

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed registered agent of Hamilton Manufacturing, LLC, being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 608.415, Florida Statutes.

DATED this 28th day of APRIL, 2005.



Mark P. Barnebey, Registered Agent

FILED
TALLAHASSEE, FLORIDA
05 APR 28 PM 2:43