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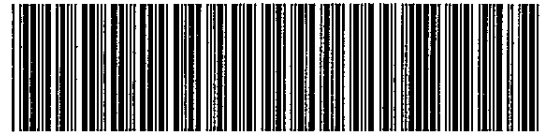
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MIKE GIBSON, P.A.  
ATTORNEY-AT-LAW

5424 HIGHWAY 90  
PACE, FLORIDA 32571

PHONE: (850) 995-8885  
FAX: (850) 995-9799  
EMAIL: lawgibson@aol.com

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May 5, 2005

Florida Department of State  
Division of Corporations  
Corporate Filings - LLC  
P.O. Box 6327  
Tallahassee, FL 32314

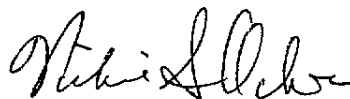
Re: New Corporation: Elite Grading and Paving, L.L.C.

Dear Sir:

Enclosed is an original and one executed copy of the Articles of Incorporation of **Elite Grading and Paving, L.L.C.**, and an original and one copy of an executed Certificate Designating the Resident Agent. I have also enclosed our firm's check in the amount of \$125.00 as payment for the filing fee associated with a limited liability corporation.

Please file the original and certify and return the copy of the enclosed Articles of Incorporation.

Sincerely,



Vickie S. Ochoa  
Paralegal to Michael Gibson

/vso  
Enclosure

cc: Carlin Fritchey

SC RECORDED  
MAY 9 2 39 16  
2005

**ARTICLES OF ORGANIZATION**  
**OF**  
**ELITE GRADING AND PAVING, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles of Organization shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this limited liability company shall be ELITE GRADING AND PAVING, L.L.C.; and its principal office shall be located at 7557 Pine Meadows Loop, Pace, Florida 32571, but it shall have the power and authority to establish other offices at any other place or places as its members may designate.

**ARTICLE II - PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes; and to engage in land clearing and general

or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida law, legally carry on or exercise.

**ARTICLE III - EXERCISE OF 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 this limited liability company. This Article may be amended from time to time in the regulation of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE IV - MANAGEMENT**

This limited liability company shall be managed by two (2) managers. The names and addresses of the persons who shall serve until the first annual meeting of members or until their successors are elected and qualified are as follows:

Carlin Fritchey  
7557 Pine Meadows Loop  
Pace, Florida 32571

Harvey A. Perritt  
2551 Tunnel Road  
Pace, Florida 32571

Management of this limited liability company is reserved to its members, whose names and

addresses are as follows:

Carlin Fritchey  
7557 Pine Meadows Loop  
Pace, Florida 32571

Harvey A. Perritt  
2551 Tunnel Road  
Pace, Florida 32571

road construction. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could otherwise do.

2. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.

3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.

4. To exercise all and any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership,

firm, syndicate, individual or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

5. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or attainment of any of the objects, or the furtherance of any other the powers set forth in these Articles, either alone, or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize

**ARTICLE V - MEMBERSHIP AND RESTRICTIONS**

This limited liability company is authorized to issue one hundred (100) common membership shares which shall be distributed to it's members in consideration of the capital contribution.

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 limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. On the death or retirement of any member of the company (and in the event that the company is to remain as an operating entity), the remaining member(s) shall have a first right of refusal to purchase that interest, the value of which is to be set by a agreed certified public accountant. If the members are unable to agree on a certified public accountant, any member may petition a court of competent jurisdiction to name such a person.

**ARTICLE VI - CAPITAL CONTRIBUTION**

Capital contributions shall be paid to the limited liability company as necessary to carry on its purpose. Each member shall provide capital contributions and/or other personal services in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the membership. All members will make contributions of capital and services in equal shares.

**ARTICLE VII - PROFITS AND LOSSES**

(A) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses reasonably incurred in the conducting the business of the limited liability company. Each member shall be entitled to an equal share of the profits or to the distributive share of the profits. The distributive share of the profits shall be determined and paid to the members at the end of each calendar year.

(B) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares upon unanimous consent of the membership.

**ARTICLE VIII - DURATION**

The limited liability company shall exist until such time as it is voluntarily dissolved by its members, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 7557 Pine Meadows Loop, Pace, Florida 32571, and the name of the company's initial registered agent at that



address is Carlin Fritchey.

IN WITNESS WHEREOF the undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ELITE GRADING AND PAVING, LLC.

EXECUTED BY the undersigned at Pace, Santa Rosa County, Florida this 14<sup>th</sup> day of APRIL, 2005.

Carlin Fritchey  
CARLIN FRITCHEY


Harvey A. Perritt  
HARVEY A. PERRITT

2005 MAY -9 PM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of April, 2005, by CARLIN FRITCHEY AND HARVEY A. PERRITT, who produced F632-119-69-307-D (Fla.D/L) and P630-321-66-109-D (Fla.D/L), respectively, as identification and who did not take an oath.

Michael Gibson  
Notary Public: 

	MICHAEL GIBSON MY COMMISSION #DD133768 EXPIRES: JUL 14, 2006 Bonded through Advantage Notary
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
AND NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted: ELITE GRADING AND PAVING, LLC., desires to organize under the Laws of Florida with its principal office as indicated in the Articles of Organization at 7557 Pine Meadows Loop, Pace, Florida 32571. The name and address of the registered agent of this corporation to accept service of process within the State is **Carlin Fritchey, 7557 Pine Meadows Loop, Pace, Florida 32571.**

DATED this 14<sup>th</sup> day of April, 2005.

ELITE GRADING AND PAVING, LLC



BY: Carlin Fritchey

**ACCEPTANCE**

Having been named to accept Service of Process for the above stated corporation, at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.

  
\_\_\_\_\_  
Carlin Fritchey