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Division of Corporations

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From:
Account Name : H.D. ROBUCK, JR., P.A.
Account Number : 072100000162
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Fax Number : (352) 365-0055

LIMITED LIABILITY COMPANY

Myers Underground, L.L.C.

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Florida Dept of State

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 9, 2005

H.D. ROBUCK, JR., P.A.

SUBJECT: MYERS UNDERGROUND, L.L.C.
REF: W05000028491

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Article IV includes language referring to such an affidavit. Please remove this language from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

FAX Aud. #: H05000142741
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**ARTICLES OF ORGANIZATION OF
MYERS UNDERGROUND, L.L.C.****ARTICLE I - NAME**

1.1 The name of this entity is MYERS UNDERGROUND, L.L.C..

1.2 The street address of the principal office of the MYERS UNDERGROUND, L.L.C. is 40339 Emerald Island Road, Leesburg, FL 34788 and the mailing address is the same.

ARTICLE II - DURATION

2.1 Existence of the Association shall commence with the filing of these Articles of Organization with the Secretary of State, Tallahassee, Florida. This Limited Liability Company shall have perpetual existence, unless earlier terminated as provided in Section 608.441 (1), Florida Statutes.

ARTICLE III - PURPOSE

3.1 This Limited Liability Company is organized under Chapter 608, Florida Statutes, for the purpose of transacting any and all lawful business.

ARTICLE IV - MANAGEMENT

4.1 This Limited Liability Company shall be managed by or under the authority of its members in proportion to their contributions to the capital of the Limited Liability Company as adjusted from time to time to properly reflect any additional contributions or withdrawals of the members.

4.2 The Regulations may establish one or more classes or groups of one or more members having the relative rights, powers and duties, including voting rights, as set forth in the Regulations. The rights, powers or duties of a class or group of members may be senior to those of one or more existing class or groups of members.

4.3 All matters of this Limited Liability Company management shall be determined by a vote of the Members. The names and addresses of the current members are:

Prepared by: M. Meredith Kirste, Esq.
Robuck, Davis, Kirste & Sahab, P.A.
803 East Dixie Avenue
Leesburg, FL 34748-6013

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Crystal Myers 40339 Emeraldalda Island Rd.
Leesburg, FL 34788

Robert A. Myers 40339 Emeraldalda Island Rd.
Leesburg, FL 34788

Except as expressly provided in the Regulations, no member shall by reason of holding a membership interest in the Limited Liability Company have a preemptive, preferential or other right to acquire any additional or greater membership interest in the company or any right to subscribe to or acquire any additional or greater membership interest in the company (or any security of the company convertible into or carrying such a right).

ARTICLE V – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

5.1 The street address of the initial registered office of this Limited Liability Company is 40339 Emeraldalda Island Drive, Leesburg, FL 34788.

5.2 The name of the initial registered agent of this Limited Liability Company is Crystal Myers, who has signed a Certificate of Acceptance attached to these Articles of Organization to indicate his acceptance.

ARTICLE VI – OWNERSHIP INTEREST/ TRANSFERABILITY

6.1 Each member's status as a member of the Limited Liability Company shall be evidenced by a certificate executed by all members of the Limited Liability Company. The Limited Liability Company shall maintain a register of its members and the address at which each desires notices and reports to be mailed.

6.2 No member's interest in the Limited Liability Company may be transferred except in strict compliance with this Paragraph and the Regulations. To accomplish a transfer, a member shall give notice of his request for a transfer together with a Transfer Request Fee of \$10.00 payable to the Limited Liability Company. The request for transfer shall designate the identity of the proposed transferee, his official address, and his Social Security number or other identifying federal tax number.

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ARTICLE VII - LIMITED LIABILITY

7.1 Except as and to the extent the Regulations specifically provide otherwise, a member, or agent of the members, shall not be liable for the debts, obligations or liabilities of the Limited Liability Company including under a judgment, decree or order of a court. Any repeal or modification of the Article or the Regulations of the personal liability of a member or agent of the members of the Limited Liability Company at the time of the repeal or modification.

**ARTICLE VIII - DEATH/RESIGNATION,
EXPULSION, BANKRUPTCY, DISSOLUTION OF
A MEMBER, OR OTHER ACT TERMINATING A MEMBER**

8.1 Death, Resignation, Etc. of a Member. If a Member dies, resigns, becomes bankrupt, dissolves, or if the existence of a Member that is a corporation or other legal entity terminates (the "Incapacitated Member"), or other act of dissolution occurs under Section 608.441(1), Florida Statutes, the Company shall be dissolved six (6) months after the event unless: (a) The Company is continued by the consent of a majority in interest (as such term is interpreted for purposes of Section 301.7701-2(b)(1) of the Treasury Regulations) of the remaining Members; and (b) Either there are at least two remaining Members, or a new member is admitted to the Company. If the business of the Company is continued, a Majority in Interest of the remaining Members shall elect either to: (i) permit the Incapacitated Member's successor-in-interest to continue as an Assignee or substitute Member, or (ii) cause the Limited Liability Company to redeem the interest of the Incapacitated Member on the terms set forth in the Regulations. If the Incapacitated Member's successor-in-interest is permitted to continue as an Assignee or substitute Member, then the successor-in-interest is permitted to continue as an Assignee or substitute Member, then the successor-in-interest shall be liable for the Incapacitated Member's obligations arising under this Agreement and the Act. The rights of the Incapacitated Member or his successors-in-interest shall be as set forth in the Operating Agreement of the Limited Liability Company.

ARTICLE IX - CONFLICTS

9.1 Any contract or other transaction between the Limited Liability Company and one or more of its members or employees in which they are interested, directly or indirectly, or between the Limited Liability Company and any corporation or association of which one or more of its members or employees have an interest, directly or indirectly

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shall be valid for all purposes notwithstanding the presence of the member at the meeting of the members that act upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Limited Liability Company at the time it is authorized by the members. The Section is intended to expand the ability of the Limited Liability Company to conduct business with interested parties and shall not be construed to invalidate any contract of other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE X – AMENDMENT OF ARTICLES

10.1 Amendment of these Articles shall require the assent of two-thirds (2/3) of the votes cast by the Members present at a duly called and held meeting of the Limited Liability Company voting in favor of the proposed Amendment.

The undersigned affirms under penalties of perjury that the foregoing facts set forth in these Articles are true.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization this 6th day of June, 2005 and certifies to the truth of the facts herein.

MEMBERS:


Crystal Myers
Robert A. Myers

Acceptance by Registered Agent:


Crystal Myers05 JUN -9 AM 8:16
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State of Florida
County of Lake

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements Crystal Myers, who is personally known or who produced _____ as identification and who did not take an oath, did depose and say that he has affixed his name to the foregoing Articles of Organization of MYERS UNDERGROUND, L.L.C., as an original member to said Limited Liability Company, for the purposes therein expressed.

WITNESS my hand and official seal at County of Lake, State of Florida, this 10th day of June, 2005.



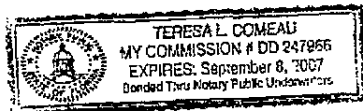
Merrie M. Kirste
Commission # DD390480
Expires March 20, 2009
Revised Tray Print - Inkscape, Inc. 900-586-7019

Merrie M. Kirste
Notary Public

State of Florida
County of Lake

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements Robert A. Myers, who is personally known or who produced drivers license as identification and who did not take an oath, did depose and say that he has affixed his name to the foregoing Articles of Organization of MYERS UNDERGROUND, L.L.C., as an original member to said Limited Liability Company, for the purposes therein expressed.

WITNESS my hand and official seal at County of Lake, State of Florida, this 3rd day of June, 2005.



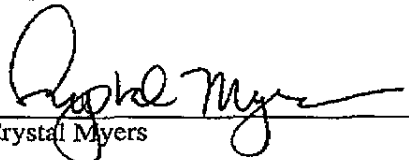
Teresa L. Comeau
Notary Public

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**CERTIFICATE OF ACCEPTANCE
OF MYERS UNDERGROUND, L.L.C.**

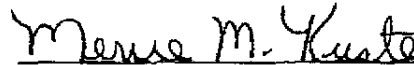
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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 as provided for in Chapter 608, F.S.


Crystal Myers

State of Florida
County of Lake

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Crystal Myers, who is personally known or who produced _____ as identification and who did not take an oath, did depose and say that he has affixed his name to the foregoing Certificate of Acceptance, as Registered Agent for said Limited Liability Company, for the purposes therein expressed.

Witness my hand and official seal at County of Lake, State of Florida, this 6th day of June, 2005.


Notary Public



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