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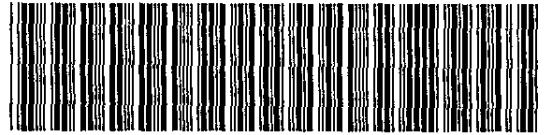
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# TERRENCE F. PYLE, P.A.

Attorney and Counselor at Law

LOCATED AT:  
707 Del Webb Boulevard West  
Sun City Center, Florida 33573

TELEPHONE: (813) 634-3361

MAILING ADDRESS:  
Post Office Box 5869  
Sun City Center, Florida 33571

FAX NUMBER: (813) 634-4099

March 6, 2006

Director  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: **Incorporation of KEN PRATHER & ASSOCIATES, L.L.C.**

Dear Sir/Madam:

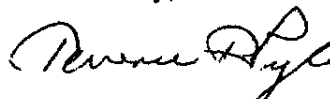
Please find enclosed the following with regard to the above Limited Liability Company:

1. The original and one copy of the Articles Or Organization;
2. The original and one copy of an executed Acceptance Of Appointment As Resident Agent; and
3. My law firm's check payable to the Florida Department Of State in the amount of \$155.00 to cover the following:

[a] Filing Fee	\$100.00
[b] Certified copy	\$ 30.00
[c] Resident Agent Form	\$ 25.00

Thank you for your assistance in this matter. If you have any questions, please call.

Sincerely,



Terrence F. Pyle

TFP/mh  
Enclosures

# **ARTICLES OF ORGANIZATION OF KEN PRATHER & ASSOCIATES, L.L.C.**

## **ARTICLE I NAME**

The name of the Limited Liability Company is KEN PRATHER & ASSOCIATES, L.L.C. [the "Company"].

## **ARTICLE II DURATION**

The Company shall have perpetual duration.

## **ARTICLE III PURPOSE**

The Company is organized for the following purposes: to provide brokerage services for the sale and purchase of used construction equipment and machinery; to engage in any activity or business incidental to or related to those activities or businesses set forth herein; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; and to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; and to carry out said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other state or foreign country.

## **ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and street address of the initial REGISTERED OFFICE of the Company is:

6509 Blackfin Way  
Apollo Beach, FL 33572

and the name and address of the Company's initial REGISTERED AGENT is:

TERRENCE F. PYLE, ESQUIRE  
707 Del Webb Boulevard West  
Sun City Center, Florida 33573

## **ARTICLE V NEW MEMBERS**

New Members may be allowed into the Company upon a majority vote of the Members then allowed to vote, with the initial contribution of such new Member to be determined by majority vote of the Members at that time. Such voting shall be done on an ownership-share basis, rather than on a per-Member basis.

## **ARTICLE VI CONTINUITY**

The remaining Members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or on the occurrence of any other event which terminates the continued Membership of a Member in the Company.

## **ARTICLE VII MANAGEMENT**

The management of the Company is reserved to the Managing Member, and the name and address of the managing Member, who shall serve as Manager until his successor is duly elected and qualified, is:

Kenneth L. Prather  
6509 Blackfin Way  
Apollo Beach, FL 33572

## **ARTICLE VIII OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Members of the Company, by voting conducted on an ownership-share basis.

## **ARTICLE IX INDEMNIFICATION**

The Company shall indemnify any Member, or any former Member, to the fullest extent permitted by law.

## **ARTICLE X AMENDMENT**

The Company reserves the right to amend or repeal any provisions contained in these ARTICLES OF ORGANIZATION, or any amendment hereto, upon such occurrences or for such reasons as authorized by law, by majority vote of the Members, voting on an ownership-share basis.

**IN WITNESS WHEREOF**, the undersigned Members have executed the ARTICLES OF ORGANIZATION of KEN PRATHER & ASSOCIATES, L.L.C. this 6<sup>th</sup> day of March, 2006, pursuant to Section 608.407, Florida Statutes.


  
KENNETH L. PRATHER

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4-26-06 - 7 11:30  
SECRET  
VALMORSE OFFICE

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT  
OF  
KENNETH PRATHER & ASSOCIATES, L.L.C.**

Having been named as REGISTERED AGENT for KEN PRATHER & ASSOCIATES, L.L.C., a Limited Liability Company [the "Company"], in the ARTICLES OF ORGANIZATION filed with the Florida Department Of State, and being familiar with the duties of that position, I do, on behalf of the Company, agree to accept said appointment and to accept service of process for the Company, and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT:

BY:   
**TERRENCE F. PYLE**  
707 Del Webb Boulevard West  
Sun City Center, Florida 33573

DATED: MARCH 6, 2006

REC'D  
FALLS CHURCH  
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