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(Business Entity Name)

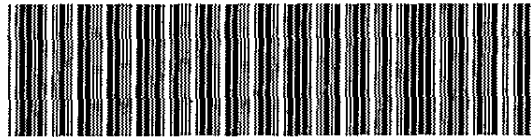
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TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PRO GRADE, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

PETER J. MUNSON, ESQUIRE
(Name of Person)

MACFARLANE FERGUSON & MCMULLEN
(Firm/Company)

1501 SOUTH FLORIDA AVENUE
(Address)

LAKELAND, FLORIDA 33803
(City/State and Zip Code)

For further information concerning this matter, please call:

PETER MUNSON at (863) 680-9908
(Name of Person) (Area Code & Daytime Telephone Number)

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Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION

OF

PRO GRADE, LLC

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **PRO GRADE, LLC**.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and the address of the Company in Florida shall be 4030 S. Pipkin Road, Lakeland, Florida 33811, and its mailing address is the same.

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ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to perform infrastructure work and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida in connection therewith. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Mark Hulbert at 4030 S. Pipkin Road, Lakeland, Florida 33811.

ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

No additional contributions of cash or property are required to be made to the Company, except as the members may otherwise unanimously agree upon as provided in the Regulations of the Company to be hereafter adopted by the Members of the Company (the "Regulations").

ARTICLE VI - ADDITIONAL MEMBERS

(i) The Members may admit to the Company additional Member(s) to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by all of the Members, (ii) admission of any such Additional Member(s) requires the written consent of all Members, and (iii) any Additional Members are allocated gain, loss, income or expense by the method provided in these Regulations, and if no method is specified, then it may be permitted by Section 706(d) of the Code.

ARTICLE VII - CONTINUATION OF BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by its Co-Managers. The initial Co-Managers shall be Jason D. Baker and Mark Hulbert, whose address is 4030 S. Pipkin Road, Lakeland, Florida 33811. The signature of a Manager of the Company signing on behalf of the Company or the signature of a person designated as an officer of the Company under the Regulations may be relied on as sufficient

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evidence of the action of the Company and that such action has been authorized by the unanimous consent of the Members.

ARTICLE IX - OPERATING AGREEMENT

The Members of the Company shall hereafter adopt the Operating Agreement setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Members of the Company by unanimous written consent.

IN WITNESS WHEREOF, the undersigned hereby execute these articles of organization this 18 day of December, 2006.

Jason D. Baker (SEAL)
JASON D. BAKER, Manager
Mark Hulbert (SEAL)
MARK HULBERT, Manager

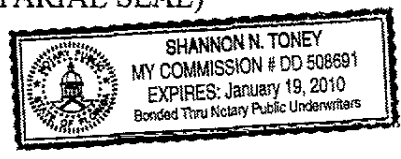
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STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Jason D. Baker and Mark Hulbert, who are personally known to me.

WITNESS my hand and official seal this 18 day of December, 2006 at Lakeland, Florida.

(NOTARIAL SEAL)

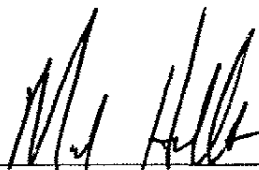


Shannon N. Toney
Notary Public
State of Florida at Large
My Commission Expires:

ACCEPTANCE

Having been named to accept service of process for PRO GRADE, LLC, at the place designated as sated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 608, Florida Limited Liability Company Act.

DATED this 18 day of December, 2006.



MARK HULBERT

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