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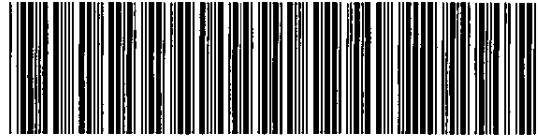
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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**DENNIS F. FAIRBANKS**

*Attorney At Law*

1600 Sarno Road, Suite 1  
Melbourne, Florida 32935  
(321) 255-0143  
(321) 751-1293 Fax

January 24, 2008

Department of State  
Division of Corporations  
2661 Executive Center Circle West  
Tallahassee, FL 32301

Re: Tri-State Grading and Utilities, LLC

Gentlemen:

Enclosed please find Articles of Organization for Tri-State Grading and Utilities, LLC, along with a check in the amount of \$125.00 for the filing fee and designation of registered agent.

Please file these articles and return a date stamped copy in the envelope provided. Please contact me if you have any questions.

Sincerely,



Dione R. Millar  
Legal Assistant to  
Dennis F. Fairbanks

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enclosures

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY  
OF**

**TRI-STATE GRADING AND UTILITIES LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I - Limited Liability Company Name**

The name of this limited liability company shall be TRI-STATE GRADING AND UTILITIES, LLC ("Company").

**ARTICLE II - Address of Limited Liability Company**

The mailing address and street address of the principal office of the limited liability company is 2885 Electronics Drive, Suite A6, Melbourne, Florida 32935.

**ARTICLE III - Effective Date**

These Articles of Organization shall be effective as of January 23, 2008.

**ARTICLE IV - Duration**

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE V - Purposes and Powers**

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

**ARTICLE VI - Registered Agent, Registered Office & Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

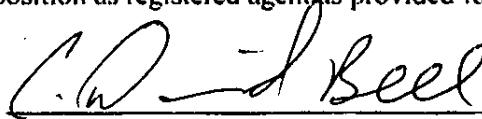
David Bell  
Name

2885 Electronics Drive, Suite A6  
Florida street address (P.O. Box NOT acceptable)

Melbourne, FL 32935  
City, State and Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.



Registered Agent's Signature

#### **ARTICLE VII - Management**

The Managers of the Company shall be:

Manager: Rick Bell  
David Bell

#### **ARTICLE VIII - Admission of New Members**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members(s) of the Company other than the member proposing to dispose of her or her interest approve of the proposed transfer by unanimous consent.

#### **ARTICLE IX - Termination of Existence**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

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#### **ARTICLE X - Member**

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law of these Articles of Organization. The name and address of the member(s) of the Company are:

Rick Bell, 2441 Vermont Street, W. Melbourne, FL 32904  
David Bell, 1670 Harlock Road, Melbourne, FL 32935  
Victor Bell, 1154 Wabash Road SE, Palm Bay, FL 32909  
Barry Campos, 2085 Mobiland Drive, Melbourne, FL 32905

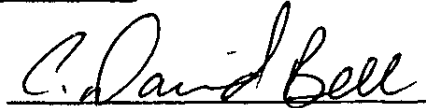
#### **ARTICLE 11 - Indemnification**

The Company shall indemnify managers and officers of the Company who were wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was, a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager or employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent, has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for manager or employee or agent of the Company manager shall apply when such persons are serving at the Company's request while a manager or employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign, or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee, or agent of the Company.

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whether or not the Company would have power to indemnify the individual against the same liability under the law. All references to these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager" "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons

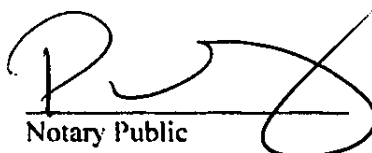
IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Organization of Florida Limited Liability Company in accordance with section 608.408(3). Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true on the 23 day of JANUARY, 2008.

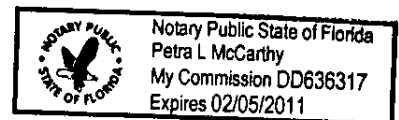


DAVID BELL

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared DAVID BELL, to me personally known to be the person who executed the foregoing Articles of Organization of Florida Limited Liability Company, and acknowledged before me that he subscribed to these Articles of Organization of Florida Limited Liability Company on this 23<sup>rd</sup> day of January 2008.

  
Notary Public



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