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TALLAHASSEE, FLORIDA

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N. CAUSSEAU

JUL 28 2008

EXAMINER

**Watson & Osborne, P.A.**  
**Attorneys at Law**

KEITH WATSON  
LEE S. OSBORNE  
GERARD SCHLOTH  
ROBERT J. DYKES

2500 MONUMENT ROAD  
SUITE 201  
JACKSONVILLE, FLORIDA 32225  
(904) 641-2720  
FAX (904) 641-6506

REPLY TO:  
2500 MONUMENT ROAD, SUITE 201

June 8, 2008

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

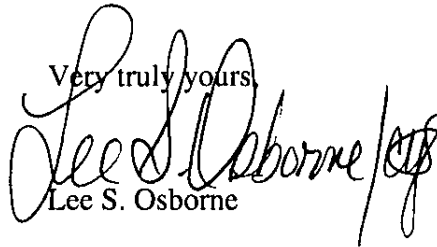
***Re: On Guard Fence Co., LLC***

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Organization of On Guard Fence Co., LLC. Also enclosed is our check in the amount of \$155.00, payable to the Florida Department of State, to cover your fees for filing, registration and certification.

If you have any questions, please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,

  
Lee S. Osborne

LSO/cys

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 21, 2008

WATSON & USBORNE PA  
2300 MONUMENT RD  
STE 201  
JACKSONVILLE, FL 32225

SUBJECT: ON GUARD FENCE CO., LLC  
Ref. Number: W08000034327

We have received your document for ON GUARD FENCE CO., LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org).

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

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) 245-6851.

Gina McLeod  
Regulatory Specialist II

Letter Number: 508A00042378

**ARTICLES OF ORGANIZATION**  
**OF**  
**ON GUARD FENCE CO., LLC**

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 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 the limited liability company shall be **ON GUARD FENCE CO., LLC**, and its principal office and mailing address shall be 4763 Fremont Street, Jacksonville, Florida 32210, but it shall have the power and authority to establish branch offices at any other place or places as the 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.
2. 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 do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, 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.
4. 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 of such contracts.
5. To exercise all or 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.

6. To do everything necessary, properly advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or growing 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 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 laws, lawfully carry on, exercise, or do.

### 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 regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV

#### MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BRIAN MILLS PARKER	5901 Dian Wood Drive Jacksonville, FL 32210
CHRISTOPHER BLAKE AUSTIN	1720 Dogwood Place Jacksonville, FL 32210
AMY FEWOX AUSTIN	1720 Dogwood Place Jacksonville, FL 32210

## ARTICLE V

### MEMBERSHIP RESTRICTIONS

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, 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 member(s) shall have the right to continue the business on unanimous consent of the remaining member(s).

## ARTICLE VI

### CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by each of the three (3) members, with Brian Mills Parker contributing 50% of the initial capital contribution, Christopher Blake Austin contributing 25% of the initial capital contribution, and Amy Fewox Austin contributing 25% of the initial capital contribution. Additional contributions will be made in the same percentages as may be required for investment purposes, or as otherwise determined by unanimous consent of the members.

## 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 of conducting the business of the limited liability company. Each member shall be entitled to distribution of the profits according to his/her pro rata percentage contribution.

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, or as otherwise agreed to in writing by the members.

(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 according to their pro rata percentage contribution.

## ARTICLE VIII

### DURATION

This limited liability company shall exist 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

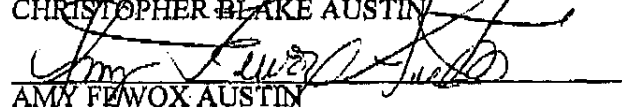
The address of the initial registered office of the limited liability company is 4763 Fremont Street, Jacksonville, Florida 32210, and the name of the company's initial registered agent at that address is BRIAN MILLS PARKER.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ON GUARD FENCE CO., LLC.

Executed by the undersigned at Jacksonville, Florida on this 30<sup>th</sup> day of June, 2008.

  
BRIAN MILLS PARKER

  
CHRISTOPHER BLAKE AUSTIN

  
AMY FEWOX AUSTIN

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**STATE OF FLORIDA  
COUNTY OF DUVAL

Pursuant to the provisions of Section 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is ON GUARD FENCE CO., LLC.

The name of the registered agent for ON GUARD FENCE CO., LLC is Brian Mills Parker, and the street address of the company's principal office where the agent is located is 4763 Fremont Street, Jacksonville, Florida 32210.

This statement is to acknowledge that, as indicated above, ON GUARD FENCE CO., LLC has appointed me, BRIAN MILLS PARKER, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 30<sup>th</sup> day of June, 2008.

  
BRIAN MILLS PARKER  
Member/Registered Agent

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of June, 2008 by BRIAN MILLS PARKER member and registered agent on behalf of ON GUARD FENCE CO., LLC, a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC  
(Seal)

JANET R. DODD  
Notary Public, State of Florida  
My comm. exp. July 15, 2009  
Comm. No. DD 415245

FILED  
08 JUL 15 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDAFILED  
08 JUL 15 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA