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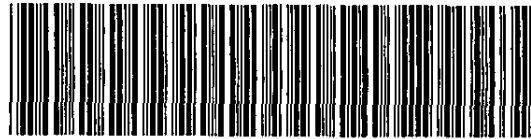
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Effective Date 1-26-2012

01/05/12--01011--009 **125.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 JAN 26 AM 9:54

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J. SAULSBERRY
EXAMINER

JAN 26 2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Gail Force Protection, 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:

James Raffield

Name of Person

Gail Force Protection, LLC

Firm/Company

3716 East 3rd Street

Address

Panama City, FL 32401

City/State and Zip Code

james raffield <rnancyjames@att.net>

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

James Raffield

Name of Person

at (850) 913-1900

Area Code & Daytime Telephone Number

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

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Gail Force Protection, LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

3716 East 3rd Street
Panama City, FL 32401

Mailing Address:

3716 East 3rd Street
Panama City, FL 32401

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

James Raffield

Name

3716 East 3rd Street

Florida street address (P.O. Box **NOT** acceptable)

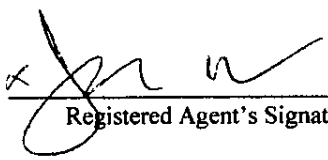
Panama City, FL 32401

FL

City, State, and Zip

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TALLAHASSEE, FLORIDA

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 (REQUIRED)

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

James Raffield

3716 East 3rd Street

Panama City, FL 32401

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TALLAHASSEE, FLORIDA

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(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing 1-26-2012 (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

James Raffield

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)

**ARTICLES OF ORGANIZATION
OF
GAIL FORCE PROTECTION, LLC.**

The undersigned certify that we have associated ourselves 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 AND MAILING ADDRESS**

The name of the limited liability company shall be **GAIL FORCE PROTECTION, LLC.**, and its principal office shall be located at 3716 East 3rd Street, Panama City, Florida 32401 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. Mailing address is the same as principal address.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers and 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 properly 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, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, 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 going 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 is 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

This limited liability company is a Manager managed company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the initial Manager of this limited liability company is as follows:

NAME:

James Raffield

ADDRESS:

3716 East 3rd Street
Panama City, FL 32407

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V MEMBERSHIP RESTRICTIONS

The member shall have the right to admit new members with unanimous consent. Contributions required of 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 the 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 members shall have the right to continue the business on a unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital Contributions in the amount of \$500.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. Each member 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 an equal distributive share of the profits based upon their respective percentages of ownership. The distributive share of the profits shall be determined and paid to the member as of December 31st of each year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out 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 member in equal shares, based upon their respective percentages of ownership.

ARTICLE VIII DURATION

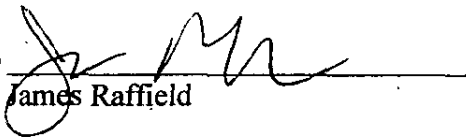
This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3716 East 3rd Street, Panama City, FL 32401 and the name of the company's initial registered agent at that address is **JAMES RAFFIELD**.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **GAIL FORCE PROTECTION, LLC**.

Executed by the undersigned on this 4 day of January, 2012.


James Raffield

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT OF DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF BAY

Pursuant to the provisions of Sections 608.415 and 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 **GAIL FORCE PROTECTION, LLC.**

The name of the registered agent for **GAIL FORCE PROTECTION, LLC.** is **JAMES RAFFIELD**, and the street address of the principal office where the agent is located is **3617 East 3rd Street, Panama City, FL 32401.**

This statement is to acknowledge that, as indicated above, **GAIL FORCE PROTECTION, LLC.**, has appointed **JAMES RAFFIELD** as its registered agent to accept service of process for the company at the place designated above 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

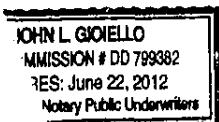

James Raffield

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **JAMES RAFFIELD**, who is personally known to me to be the person described in and who executed the foregoing instrument or who produced Driver's License as identification, and who after having taken an oath, acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of January, 2012.

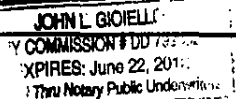
NOTARY PUBLIC:




Printed Name: _____

Commission No. _____

My Commission Expires: _____



January 19, 2012

Via facsimile to: 850-245-6030

and regular mail to:

Ms. Jeraline Saulsberry
Regulatory Specialist II
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Gail Force Protection, LLC.
Ref. Number W12000001867

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2012 JAN 26 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ms. Saulsberry:

In response to your letter of January 11th and your recent phone conversation with my attorney, John L. Gioiello, allow this letter to serve as confirmation for your office of the mutual interests I and my wife hold in both the subject Gail Force Protection, LLC and the previously filed Gail Force Protection, Inc.

I wish to confirm that I and my wife are the majority shareholders of Gail Force Protection, Inc., for which I am the registered agent and chief operating officer. Likewise, my wife and I the sole members of the newly formed Gail Force Protection, LLC. Both entities share a common address.

For various business and estate planning reasons we have been advised to operate under the LLC format for the foreseeable future.

I understand that this letter will be sufficient to allow you to complete the filing of the subject LLC. If my understanding is in error please advise me at once.

Sincerely,

James Raffield

