

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-0086

L95000000067

CSC networks

Mail To:
P.O. Box 5020
Tallahassee, FL 32304

ACCOUNT NO. : 0721000000032

REFERENCE : 529295 85711A

AUTHORIZATION :

9500001891899
-01/27/95--01107--016
***337.50 ***337.50

COST LIMIT : 9 PREPAID

ORDER DATE : January 24, 1995

ORDER TIME : 9:47 AM

ORDER NO. : 529295

CUSTOMER NO: 85711A

CUSTOMER: Gorham Rutter, Jr., Esq
GORHAM RUTTER, JR., PA

25 S. Magnolia Avenue
Orlando, FL 32801

DOMESTIC FILING

L95000000067

NAME: FLAMEGUARD, L.C.

FILING 250
R. AGENT 35
C. COPY 52.50
TOTAL 337.50
N. BANK _____
BALANCE DUE _____
REFUND _____

XXXX ARTICLES OF INCORPORATION
----- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

DM
1-24-95
P

FILED
95 JAN 24 PM 4:36
DIVISION OF CORPORATION
RECEIVED
95 JAN 24 PM 11:23

ARTICLES OF ORGANIZATION
FOR

FLAMEGUARD, L.C.

FILED
95 JAN 24 PM 4 30
TALLAHASSEE

THE UNDERSIGNED, desiring to form a Limited Liability Company under and pursuant to Florida Statutes, Chapter 608, entitled the "Florida Limited Liability Company Act", do hereby adopt the following Articles of Organization for such Company:

1. NAME:

The name of this Company shall be: FLAMEGUARD, L.C.

2. DURATION/CONTINUATION:

The period of this Company's duration shall be perpetual, or until dissolved in a manner provided by law, or as provided in the regulations of this Company.

3. ADDRESS OF THE PRINCIPAL OFFICE AND MAILING ADDRESS:

The street address of the principal office and the mailing address of this Company shall be: 1705 Cattlemen Road, Suite 13, City of Sarasota, County of Sarasota, State of Florida 34232.

4. REGISTERED AGENT AND OFFICE:

The name and street address of the initial Registered Agent and office for this Company are as follows: WILLIAM C. REED, 1705 Cattlemen Road, Suite 13, City of Sarasota, County of Sarasota, State of Florida 34232.

5. ADMISSION OF ADDITIONAL MEMBERS; AND TERMS AND CONDITIONS OF SUCH ADMISSION:

Additional members may be admitted upon the approval of a majority of the members of the Company, upon the written application of such new member, in the manner set forth in the regulations of the Company.

6. RIGHT TO CONTINUE 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 Company,

the remaining members shall have the right to continue the business of the Company on the unanimous consent of such remaining members.

7. MANAGEMENT OF COMPANY:

The Company shall be managed by managers. The names and addresses of the managers who are to serve until the first annual meeting of the members or until their successors are elected and qualified are:

WILLIAM C. REED
5753 Whistlewood Circle
Sarasota, FL 34232

RONALD W. LEWIS
4889 Brigitta Drive
Sarasota, FL 34241

8. INFORMAL ACTION OF MEMBERS:

Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting.

9. 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 Company is authorized to transact, shall be as follows:

- A) To engage in any activity or business authorized under the laws of the State of Florida.
- B) 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.
- C) 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 Florida law, while acting as agent, nominee, attorney-in-fact for any persons or corporations, and perform any service under any 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.

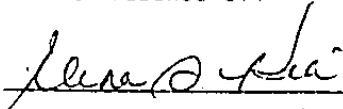
- D) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- E) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the obtainment 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 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 Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida Law, lawfully carry on, exercise, or do.

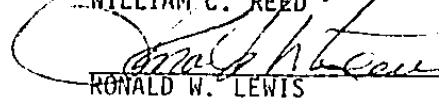
IN WITNESS WHEREOF, the undersigned original members of the Company have hereunto set their hands and seals this ____ day of January, 1995.

Signed, Sealed and Delivered
in the Presence of:







WILLIAM C. REED


RONALD W. LEWIS

STATE OF FLORIDA)
COUNTY OF SARASOTA)ss

BEFORE ME, personally appeared WILLIAM C. REED and RONALD W. LEWIS, to me personally known and known to me to be the individuals described in and who executed the foregoing Articles of Organization and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of January, 1995.

who produced H. Drivers License as identification

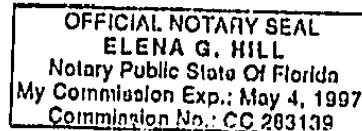
Elena G. Hill

Notary Public - State of Florida

ELENA G. HILL

(printed name of Notary Public)

My commission expires:



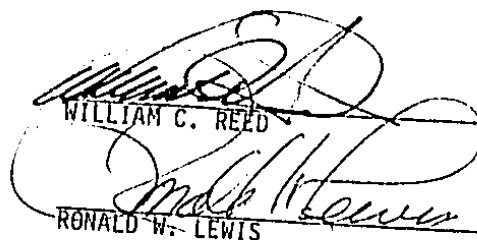
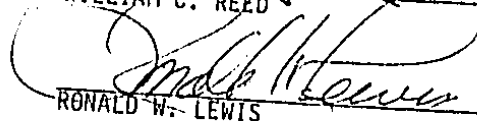
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 JUN 24 PM 4:40
TALLAHASSEE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d), Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida:

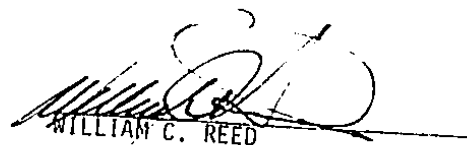
1. The name of the Company is: FLAMEGUARD, L.C.
2. The name and address of the Registered Agent and Office is: WILLIAM C. REED, 1705 Cattlemen Road, Suite 13, City of Sarasota, County of Sarasota, State of Florida 34232

DATED: January 23, 1995


WILLIAM C. REED

RONALD W. LEWIS

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

DATED: January 23, 1995


WILLIAM C. REED

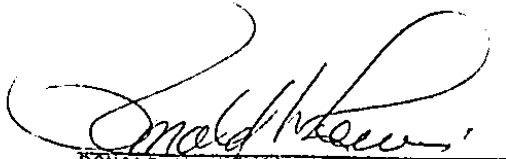
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TALLAHASSEE, FLORIDA

A F F I D A V I T

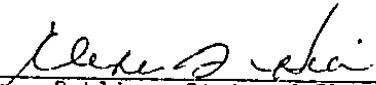
STATE OF FLORIDA)
COUNTY OF SARASOTA)ss

In compliance with Florida Statutes Section 608.407(2), the undersigned member of FLAMEGUARD, L.C. deposes and says:

1. The limited liability company identified above has at least two (2) members.
2. The total amount of cash contributed by the members is Thirty thousand dollars (\$30,000.00).
3. The members have not contributed property other than cash.
4. The total amount of cash or property anticipated to be contributed by the members is One hundred fifty thousand dollars (\$150,000.00). This total includes the amounts from 2 and 3 above.
5. Further, Affiant saith not


RONALD W. LEWIS

SWORN TO and subscribed before me,
to me personally known, this 23
January, 1995.



Notary Public - State of Florida

ELENA G. HILL
(Printed Name of Notary Public)

My Commission Expires:

OFFICIAL NOTARY SEAL
ELENA G. HILL
Notary Public State Of Florida
My Commission Exp.: May 4, 1997
Commission No.: CC 283139

2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstatement: \$730.76

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra L. Morham Secretary of State DIVISION OF CORPORATIONS	
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FILED

96 JUN 28 AM 7:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE \$ 283.76	Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee + \$25.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company	DOCUMENT #L95000000067
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FLAMEGUARD, L.C.
1705 CATTLEMEN ROAD
SUITE 13
SARASOTA FL 34232

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business		2a. Mailing Address	
State, Apt. #, etc.		State, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

1a. Principal Place of Business Address	
1705 CATTLEMEN ROAD SUITE 13 SARASOTA FL 34232	

3. Date Organized or Qualified	3a. State of Formation
01/24/1995	FL
4. FEI Number	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired SS-75 Additional Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent
REED, WILLIAM C 1705 CATTLEMEN ROAD SUITE 13 SARASOTA FL 34232

8. Name and Address of New Registered Agent	
Name Gorham Rutter, Jr., P.A.	
Street Address (P.O. Box Number is Not Acceptable) 2510 East Jackson Street	
Suite, Apt. #, etc.	
City Orlando	Zip Code FL 32803

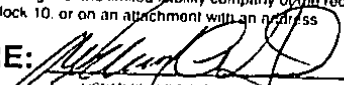
9. Pursuant to the provisions of Sections 602.416 and 600.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE  Gorham Rutter, Jr. DATE 6/24/96

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	REED, WILLIAM C	5753 WHISTLEWOOD CIRCLE	SARASOTA FL
MGR	LEWIS, RONALD W	1889 BRIGITTA DRIVE	SARASOTA FL

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-07/05/96 01084--032
****263.75

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:  William C. Reed 6-12-96 (941)379-6077