

L9500000721

Gillotti, Frione, & Associates International, L.C.

September 13, 1995

Secretary of State  
Department of State  
Attn: New Filings  
409 E. Gaines Street  
Tallahassee, Florida 32399

Subject: Filing of Articles of Organization for a New Limited  
Liability Company - Gillotti, Frione, & Associates  
International, L.C.

Dear Sir:

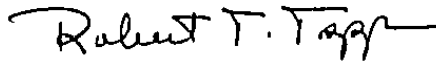
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Enclosed please find the following items as they pertain to  
the filing of Articles of Organization for a new limited  
liability company:

- 1) Original and one copy of the Articles of Organization  
for Gillotti, Frione, & Associates International, L.C.
- 2) A check in the amount of \$337.50 for the filing fees  
associated with the Articles of Organization and  
Affidavit; Designation of the Registered Agent; and  
Certified Copy.

Thank you for your assistance in the filing of these  
documents.

Sincerely,



Robert T. Tapp  
CEO

SEP 19 1995

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## ARTICLES OF ORGANIZATION

OF

GILLOTTI, FRIONE, & ASSOICATES INTERNATIONAL, L.C.

I, the undersigned a natural person of the age of eighteen (18) years or more, acting as organizer of a limited liability company under the Florida Limited Liability Company Act, (Florida Statute Ann. 608.401 through 608.514 and 621.01 through 621.14 and as further amended) (the "Act") do hereby adopt the following Articles of Organization for such Limited Liability Company.

### ARTICLE ONE

The name of the Limited Liability Company is GILLOTTI, FRIONE, & ASSOCIATES INTERNATIONAL, L.C.

### ARTICLE TWO

The period of duration of this Limited Liability Company is thirty (30) years from the date of the filing of these Articles of Organization with the Secretary of State or until the dissolution of the Limited Liability Company in accordance with the provisions of its Regulations, whichever is earlier.

### ARTICLE THREE

The purpose for which the Limited Liability Company is organized is to engage in the business of environmental audit and assessment, construction material testing, and geotechnical services; and any lawful act or activity for which limited liability companies may be organized under the Act.

#### ARTICLE FOUR

The Limited Liability Company shall have the powers provided for a corporation under the Act.

#### ARTICLE FIVE

The Limited Liability Company will not commence business until it has received for the issuance of its certificates of membership interest consideration consisting of money, labor done, a promissory note, or property received.

#### ARTICLE SIX

On each matter on which the membership interest is entitled to vote, a Member will have a vote equal to the fraction of membership interest owned by the Member.

Cumulative voting is not allowed.

Preemptive rights do not exist.

#### ARTICLE SEVEN

The registered office and mailing address of the Limited Liability Company shall be:

Principal Office: 607 West Horatio Street  
Tampa, Florida 33606, U.S.A.

Mailing Address: 607 West Horatio Street  
Tampa, Florida 33606, U.S.A.

#### ARTICLE EIGHT

The management of the Limited Liability Company is hereby reserved to the Members, and the names and addresses of its Initial Members are as follows:

<u>Name</u>	<u>Address</u>
BL & Associates International, Inc.	P.O. Box 216564 Tampa, Florida 33685
JASCODEL, Inc.	The Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801
US Drilling	P.O. Box 1084 Boca Raton, Florida 33431
Lannie Cardona	714 South Boulevard Tampa, Florida 33606

#### ARTICLE NINE

The name and address of the organizer is: Robert T. Tapp, 607 West Horatio Street, Tampa, Florida 33606.

#### ARTICLE TEN

The initial Regulations will be adopted by the Members. The powers to alter, amend, or repeal the Regulations or adopt new Regulations is vested in the Members.

#### ARTICLE ELEVEN

No Member of the Limited Liability Company shall be liable to the Limited Liability Company or the other Members for monetary damages for an act or omission in such Member's capacity as a Member of the Limited Liability Company, except that this Article does not eliminate or limit the liability of a Member to the extent the Member is found liable for (i) a breach of the Member's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the Member to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the Member received an improper benefit whether or not the benefit resulted from an action taken within the scope of the

Member's office, or (iv) an act or omission for which the liability of a Member is expressly provided by an applicable statute

## ARTICLE TWELVE

### TRANSFER AND ENCUMBRANCE OF SHARES

#### A Transfer of Shares

1. Save as otherwise provided in the Regulations, no Member may sell or transfer all or any part of its Membership Interest in the Company, including to any affiliate or entity owned and controlled by the transferring Member, except with the prior written consent of all other Members. Any sale or transfer without said consent shall be null and void and confer no rights on the transferee as against the Company or any of its Members.
2. Any approved sale or transfer by the Managing-Member of all or part of its Membership Interest shall require the Members to elect a new Managing-Member within [2 weeks] of such sale or transfer.

#### B. No Member may pledge or otherwise encumber all or any part of its Membership Interest in the Company.

#### C. A new Member shall be admitted subject to compliance with the following:

1. a written transfer document, signed by the transferor Member(s) and accepted in writing by the transferee, and a duplicate original of such document being delivered to the Company and being consented to in writing by all the Members; and
2. the execution and delivery by the transferee to the Company of a written agreement, in form reasonably satisfactory to the Company, pursuant to which said party agrees to be bound by these Articles of Organization.

#### D. In the event a transfer is made in accordance with the terms of this Article Twelve, unless otherwise required by the Internal Revenue Code of 1986, as now in effect or as hereafter amended:

1. the effective date of such transfer shall be the date set forth in Article 3.2(c) of the Regulations; and
2. the Company shall be entitled to treat the transferor Member as the absolute owner of the transferred Membership Interest in all respects and shall incur no liability for distributions or allocations made pursuant to the

provisions of the Regulations in good faith to such transferor until such time as the written documents described in Subparagraphs 12.C.1 and 12.C.2 are approved as provided herein

- E. The costs incurred by the Company associated with the admission of a new Member contemplated by this Article (including reasonable attorney's fees) shall be borne by the transferee.

#### ARTICLE THIRTEEN

- A. Subject to Article 12.1 (b) of the Regulations, in the event of the death of a Member or of a principal of a Member, the remaining Members shall purchase the affected Member's Membership Interest in the Company from the executor, personal or legal representative or fiduciary of the Member.
- B. Without prejudice to any contradictory provisions herein contained, and upon the death of a Member or a principal of a Member, such Member's legal representative shall have limited rights of the Member solely for the purpose of completing the transfer of the affected Membership Interest.

#### ARTICLE FOURTEEN

Without prejudice to any contradictory provisions herein contained, the rights and remedies of the Limited Liability Company and its Members, or remaining Members as the case may be, in the event of a purported transfer of a Membership Interest(s) in violation of the afore-mentioned restrictions on transfer are set forth in the Regulations.

#### ARTICLE FIFTEEN

If any individual or entity other than a Member should acquire all or any part of the Membership Interest of a Member, or become an assignee thereof, by operation of law or as a result of an order of a court of a competent jurisdiction which the Company is required by law or equity to recognize, the Company will have the unilateral option to acquire the interest of the transferee or assignee upon the terms and conditions set forth in Article 3.4 of the Regulations.

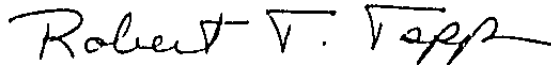
#### ARTICLE SIXTEEN

These Articles of Organization may be amended, modified, supplemented or restated in any manner permitted by applicable law and approved by the affirmative vote of Members owning more than 75% in interest of all of the Membership Interests in the Limited Liability Company then outstanding, provided that the provisions of this Article Sixteen may not be amended without the affirmative vote of all of the Members of the Limited Liability Company.

#### ARTICLE SEVENTEEN

No Member shall be liable for the debts, obligations or liabilities of the Limited Liability Company, including under a judgment, decree or order of any court.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of September, 1995.



Robert T. Tapp

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of Gillotti, Frione, & Associates International, L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$75,000 (seventy-five thousand United States dollars);
- 3) if any, the agreed value of property other than cash contributed by the members is \$ 0. There is no property contributed at this time.
- 4) the total amount of cash or property anticipated to be contributed by members is \$75,000 (seventy-five thousand dollars). This total includes amounts from 2 and 3 above.

Robert T. Tapp 1 September, 1995

Signature of Robert T. Tapp, the authorized representative of Gillotti, Frione, & Associates International, L.C. (In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalty of perjury that the facts stated herein are true.)



CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

95 SEP 14 7 11:18

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE /  
REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the limited liability company is: Gillotti,  
Frione, & Associates International, L.C.
2. The name and address of the registered agent and office is:  
  
Registered Agent: Mr. Robert T. Tapp  
  
Address: 607 West Horatio Street  
Tampa, Florida 33606

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.

Robert T. Tapp  
Robert T. Tapp

1 September 1995  
Date

**FILE NOW: Fee after May 1, will be \$263.75**

<b>LIMITED LIABILITY COMPANY</b>				<b>FLORIDA DEPARTMENT OF STATE</b> Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS	
<b>ANNUAL REPORT</b>					
<b>1996</b>					
<b>FILING FEE</b>		<b>Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee</b>			
<b>\$ 238.75</b>		<b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
<b>1. Name and Mailing Address of Limited Liability Company</b>		<b>DOCUMENT #L95000000721</b>		<b>1a. Principal Place of Business Address</b>	
<b>GILLOTTI, FRIONE, &amp; ASSOCIATES INTERNATIONAL, L.C.</b>				<b>607 W HORATIO ST</b>	
<b>607 W HORATIO ST</b>				<b>TAMPA FL 33606</b>	
<b>TAMPA FL 33606</b>					
<small>If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a</small>					
<b>2. Principal Place of Business</b>		<b>2a. Mailing Address</b>		<b>3. Date Organized or Organized</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		<b>09/14/1995</b>	
City & State		City & State		<b>FL</b>	
Zip		Zip		<b>4. FEI Number</b>	
				<b>59-3331182</b>	
				<input type="checkbox"/> Applied For	
				<input type="checkbox"/> Not Applicable	
				<b>5. Date of Last Report</b>	
				<b>6. Certificate of Status Desired</b>	
				<input checked="" type="checkbox"/> <b>Additional Fee Required</b>	
<b>7. Name and Address of Current Registered Agent</b>			<b>8. Name and Address of New Registered Agent</b>		
<b>TAPP, ROBERT T</b>			<b>Name</b>		
<b>607 W HORATIO ST</b>			<b>Street Address (P.O. Box Number is Not Acceptable)</b>		
<b>TAMPA FL 33606</b>			<b>300 N 101 ST 0550</b>		
			<b>Suite, Apt. #, etc</b>		
			<b>-05/20/96--01080--025</b>		
			<b>***272.50 ***272.50</b>		
			<b>City</b>		
			<b>FL</b>		
			<b>Zip Code</b>		
<b>9. Pursuant to the provisions of Sections 608.410 and 608.508, 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.</b>					
<b>SIGNATURE</b> _____ <b>DATE</b> _____					
<small>(Registered Agent Accepting Appointment) (If OFF Registered Agent signature required when terminating)</small>					
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>		<b>City, State and Zip Code</b>	
<b>MEM</b>	<b>BL &amp; ASSOCIATES INTERN</b>	<b>P O BOX 216564 N/A</b>		<b>TAMPA FL</b>	
<b>MEM</b>	<b>JASCODEL, INC.</b>	<b>CORPORATION TRUST CENTER,</b>		<b>WILMINGTON DE</b>	
<b>MEM</b>	<b>U S DRILLING,</b>	<b>P O BOX 1084 N/A</b>		<b>BOCA RATON FL</b>	
<b>MEM</b>	<b>CARDONA, LANNIE</b>	<b>714 S BOULEVARD</b>		<b>TAMPA FL</b>	

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: Robert T. Tapp, Robert T. Tapp, CEO** **2-6-96** **813-253-0911**