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AUTHORIZATION : *Patricia Pigot*

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ORDER DATE : February 16, 1996

ORDER TIME : 11:12 AM

ORDER NO. : 849973

CUSTOMER NO: 810340

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CUSTOMER: Michael W. Head, Esq
MICHAEL WM. HEAD, ESQ

P. O. Drawer 1329

Ft. Walton, FL 32549

DOMESTIC FILING

NAME: G.P.S. TERMINALS, LIMITED
COMPANY

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
____ NOTAR STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned *WLP*

EXAMINER'S INITIALS:

RECEIVED
95 FEB 16 PM 1:12
DIVISION OF CORPORATION

FILED
96 FEB 16 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB 19 1996

FILED
96 FEB 16 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
G.P.S. TERMINALS, LIMITED COMPANY

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

Name

The name of the limited liability company shall be G.P.S. TERMINALS, LIMITED COMPANY, and its principal place of business shall be in the City of Fort Walton Beach, County of Okaloosa, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

Purposes and Powers

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 herein set forth 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 the 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 thereof, 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 herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service and to render any other service or

assistance insofar as it lawfully may 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 herein set forth, 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.

7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

Capital Contributions

Capital contributions shall be paid to the limited liability company by the members in proportion to their ownership. There are six (6) members whose interest in the limited liability company total One Hundred Percent (100%).

ARTICLE IV

Profits and Losses

(A) Sharing of Profits. 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 an equal distributive share of the profits specified as follows:

<u>CONTRIBUTIONS</u>		<u>MEMBER</u>	<u>PERCENTAGE</u>
<u>CASH</u>	<u>SERVICES</u>		
	\$5,000	Scott Steel, Inc.	1%
	\$47,500	John L. Scott, Jr.	9.5%
	\$47,500	Mark R. Barrett	9.5%
\$200,000		Orilious G. Banks and Joy F. Banks	40%
\$100,000		Franklin Fisher	20%
\$100,000		Michael Wm Mead and Rhonda C. Mead	20%

The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company or periodically as determined by the managing member Scott Steel, Inc.

(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.

(C) The maximum capital required by any of the members is limited to that sum of money set forth in Paragraph "A" above. No additional contribution of cash or services is required.

(D) Those members who are providing services only shall be deemed to have provided their cash equivalent for services upon the closing and consummation of the permanent loan for the G.P.S. Terminals, Limited Company facility. Upon the closing of that permanent loan, after the construction of the facility, no further services are required, and their respective capital account shall be deemed to be paid in full.

ARTICLE V

Limited Liability Company 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 subject, however, to the provisions of Article VIII. 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 VI

Duration

This limited liability company shall exist until December 15, 2023, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII

Principal Place of Business

The principal office of this limited liability company shall be located at 99 Racetrack Road, N. W., Suite 300, in the City of Fort Walton Beach, County of Okaloosa, State of Florida 32547.

ARTICLE VIII

Management

Management of this limited liability company is reserved unto the following member which shall have exclusive control over the conduct and affairs of this limited liability company:

SCOTT STEEL, INC.
99 Racetrack Road N.W.
Suite 300
Fort Walton Beach, Florida 32547

ARTICLE IX

**Initial Registered Office and
Registered Agent**

The address of the initial principal office of the limited liability company is 99 Racetrack Road, N. W., Suite 300, City of Fort Walton Beach, County of Okaloosa, State of Florida 32547, and the name of its initial registered agent at such address is MARK R. BARRETT, 99 Racetrack Road, N.W., Suite 300, Fort Walton Beach, Florida 32547.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of G.P.S. TERMINALS, LIMITED COMPANY.

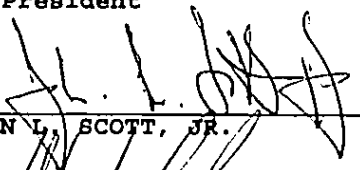
EXECUTED BY THE UNDERSIGNED ON THE DATE INDICATED.

SCOTT STEEL, INC.

By: 

MARK R. BARRETT
President

2-12-96
Date signed


JOHN L. SCOTT, JR.

2-12-96
Date signed


MARK R. BARRETT

2-12-96
Date signed

Orilious G. Banks
ORILIOUS G. BANKS

Feb 12, 1996
Date signed

JOY F. BANKS

Feb 13, 1996
Date signed

Franklin Fisher
FRANKLIN FISHER

15 Feb 1996
Date signed

MARY FISHER

Date signed

Michael Wm Mead
MICHAEL Wm MEAD

2-12-96
Date signed

Rhonda C. Mead
RHONDA C. MEAD

2-15-96
Date signed

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 12th day of February, 1996, by MARK R. BARRETT,
as President of SCOTT STEEL, INC., a Florida corporation, on
behalf of the corporation,

X who is personally known to me, or
who has produced
as identification.

Patricia A. Orsted
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

PATRICIA A. ORSTED
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSION EXPIRES MARCH 15, 1997
COMMISSION NUMBER CC266737

The foregoing instrument was acknowledged before me
this 12th day of February, 1996, by JOHN L. SCOTT,
JR.,

X who is personally known to me, or
who has produced
as identification.

Patricia A. Orsted
Notary Public
My Commission Expires:

PATRICIA A. ORSTED
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSION EXPIRES MARCH 15, 1997
COMMISSION NUMBER CC266737

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 12th day of February, 1996, by MARK R. BARRETT,

X who is personally known to me, or
who has produced _____
as identification.

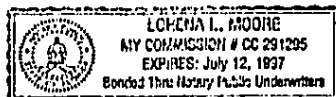
Patricia A. Orsted
Notary Public
My Commission Expires:

PATRICIA A. ORSTED
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSION EXPIRES MARCH 15, 1997
COMMISSION NUMBER CC266737

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 12 day of February, 1996, by ORILIOUS G.
BANKS,

✓ who is personally known to me, or
who has produced _____
as identification.

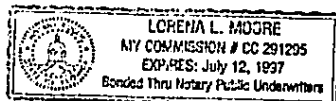


Lorena L. Moore
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 12 day of February, 1996, by JOY F. BANKS,

✓ who is personally known to me, or
who has produced _____
as identification.



Lorena L. Moore
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 15th day of February, 1996, by FRANKLIN FISHER,

X who is personally known to me, or
who has produced _____
as identification.

Patricia A. Orsted
Notary Public
My Commission Expires:

PATRICIA A. ORSTED
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSION EXPIRES MARCH 15, 1997
COMMISSION NUMBER CC266737

~~STATE OF FLORIDA-~~
~~COUNTY OF OKALOOSA-~~

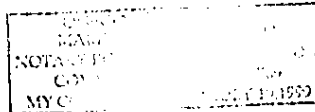
~~The foregoing instrument was acknowledged before me--~~
~~this ----- day of -----, 1996, by MARY FISHER,--~~
~~-----~~
~~who is personally known to me, or--~~
~~-----~~
~~who has produced -----~~
~~as identification.--~~

~~Notary Public--~~
~~My Commission Expires--~~

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 12th day of February, 1996, by MICHAEL Wm MEAD,
X who is personally known to me, or
who has produced _____
as identification.

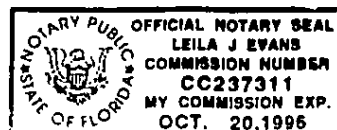
Marilyn L. Wentworth
Notary Public
My Commission Expires:



STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me
this 15th day of February, 1996, by RHONDA C. MEAD,
_____ who is personally known to me, or
_____ who has produced _____
as identification.

Leila J. Evans
Notary Public
My Commission Expires:



MICHAEL Wm MEAD
ATTORNEY AT LAW
24 WALTER MARTIN ROAD
P. O. DRAWER 1329
FORT WALTON BEACH
FLORIDA 32549-1329

(ws)gpstermi.ort/mw #5941

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared **MARK R. BARRETT, President of Scott Steel, Inc.**, who, after being first duly sworn upon his oath, did state:

1. Scott Steel, Inc. is the managing member of G.P.S. Terminals, Limited Company; and

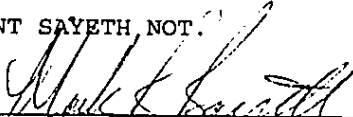
2. That said Limited Company has at least two (2) members; and

3. That the following are the amounts of cash and a description of agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed in the future by the members:

<u>CONTRIBUTIONS</u>		<u>MEMBER</u>	<u>PERCENTAGE</u>
<u>CASH</u>	<u>SERVICES</u>		
	\$5,000	Scott Steel, Inc.	1%
	\$47,500	John L. Scott, Jr.	9.5%
	\$47,500	Mark R. Barrett	9.5%
\$200,000		Orilious G. Banks and Joy F. Banks	40%
\$100,000		Franklin Fisher and Mary Fisher	20%
\$100,000		Michael Wm Mead and Rhonda C. Mead	20%

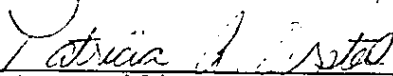
No additional contribution of cash or services is required or anticipated other than as set forth above.

FURTHER AFFIANT SAYETH NOT.



MARK R. BARRETT

SWORN TO AND SUBSCRIBED before me this 12th day of February, 1996.



Notary Public
My Commission Expires:

MICHAEL WM MEAD
ATTORNEY AT LAW
24 WALTER MARTIN ROAD
P. O. DRAWER 1329
FORT WALTON BEACH
FLORIDA 32549-1329

(aff)gpstermi.aff/mw

PATRICIA A. ORSTED
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSION EXPIRES MARCH 15, 1997
COMMISSION NUMBER CC266737

FILED
96 FEB 16 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DEPARTMENT OF STATE

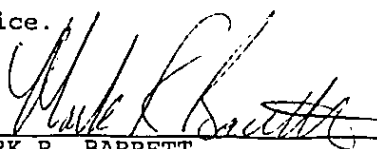
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: G.P.S. TERMINALS, LIMITED COMPANY
desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 99 Racetrack Road, N.W., Suite 300, City of Fort Walton Beach, County of Okaloosa, State of Florida 32547, has named Mark R. Barrett, located at 99 Racetrack Road, N.W., Suite 300, in the City of Fort Walton Beach, County of Okaloosa, State of Florida 32547, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MARK R. BARRETT