

296000000598

MYRON G. FINLEY & ASSOCIATES

Attorneys at Law

20 West 20th Street, Suite 801
New York, NY 10011

(212) 633-2373
Fax: (212) 633-9865

17 May, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee FL 32314

900001837739
-05/24/96--01013--002
****285.00 ****285.00

Environmental Building Products -- Organization as an LLC

Dear Persons:

Enclosed for filing are the following documents in connection with the above-captioned matter:

1. Articles of Organization of Environmental Building Products, L.C.;
2. Affidavit of Membership and Contributions; and
3. Certificate of Designation of Registered Agent/Registered Office.

I am also enclosing a check in the amount of \$255.00 payable to Florida Department of State, to cover the \$25.00 filing fee and the \$35.00 Designation of Registered Agent fee.

If you have any questions or comments with respect to this filing, please do not hesitate to contact me by telephone or telefax.

Thank you for your prompt attention to this matter.

Sincerely,



Robert E. Fletcher, Esq.

5/17/96
JF

96MAY23 AM 9:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
ENVIRONMENTAL BUILDING PRODUCTS, L.C.

FILED
96 MAY 23 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name of Company

The name of the Limited Liability Company is
Environmental Building Products, L.C.

ARTICLE II
Address

The (1) mailing address and (2) street address of the
Limited Liability Company are as follows:

- (1) 603 South Fort Harrison
Clearwater, Florida 34616

ARTICLE III
Duration

The period of duration for the Limited Liability
Company shall be thirty years from the date of filing of these
Articles of Organization with the Florida Secretary of State.

ARTICLE IV
Management

The Limited Liability Company is to be managed by a
manager or managers, and the names and addresses of the initial
managers are as follows:

William E. Loftus
3035 Eastwood Drive
Clearwater, FL 34619

James D. Walker
3035 Eastwood Drive
Clearwater, FL 34619

ARTICLE V
Admission of Additional Members

The right of the remaining members to admit additional members and the terms and conditions of the admission shall be as follows:

No person may be admitted as a member unless a majority in interest of the members consent in writing to the admission of the additional member.

Additional members may be admitted up to an aggregate of \$7,400,000 in interests in the Company. Any member who is subsequently admitted as a member of the Company shall have all of the rights and obligations of a member under the Regulations and the law.

ARTICLE VI
Members' Rights to Continue Business

The right of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall exist only if within one hundred eighty days after such event the Limited Liability Company is continued by the vote or written consent of a majority in interest of all of the remaining Members.

ARTICLE VII
Registered Agent

The name and address of the Limited Liability Company's initial Registered Agent is as follows:

William E. Loftus
3035 Eastwood Drive
Clearwater, FL 3334619

ARTICLE VIII
Nature of Membership Interest

The interest of each member of this Company constitutes the personal estate of that member, and may be transferred or assigned as provided in the Regulations. However, if a majority-

in-interest of the other members of this Company, other than the member proposing to dispose of his, her or its interest, do not approve of the proposed transfer or assignment, the transferee of the member's interest shall have no right to participate in the management of the business and affairs of this Company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member would otherwise be entitled and shall hold only an economic interest.

ARTICLE IX **Regulation of Business and Affairs**

The business and affairs of this Company shall be regulated by the Regulations as approved by a majority-in-interest of the members at the first meeting of members. The Regulations shall be in writing and consistent with the legal requirements and provisions of the Florida Limited Liability Company Act and these Articles of Organization including all amendments thereto.

ARTICLE X **Indemnification**

The Company may indemnify an individual made a party to a proceeding because he or she is or was a manager, member, officer, employee or agent of the Company against judgments, settlements, penalties, or expenses of any kind incurred as result of action in that capacity if, acting as a manager, he or she has fulfilled all fiduciary duties owed to the Company and to its members, and regardless of the position held, he or she conducted himself or herself in good faith, he or she reasonably believed that his or her conduct was in or at least not opposed to the best interests of the limited liability company and, in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

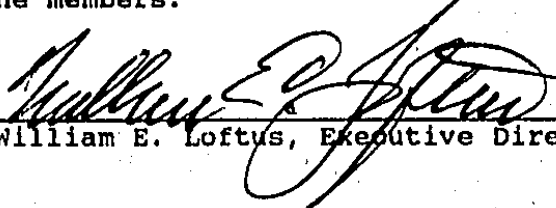
The indemnification of expenses permitted herein shall only be authorized if at all by the Regulations or other agreement approved by all of the members. the Articles of Organization shall not be interpreted to limit in any manner the right to indemnification, the power of the Company to purchase any insurance or to provide for the advancement of expenses of an individual who would otherwise be entitled thereto.

In addition to the foregoing, the Company shall indemnify and save the organizer harmless for all acts taken by him as organizer of the Company, and shall pay all costs and

expenses incurred by or imposed upon him as a result of the same, including compensation based upon the usual charges for any time expenditures required of him in pursuit of the defense against any liability arising on the account of acting as organizer or arising on the account of enforcing the indemnification right hereunder, and the Company releases him from all liability or any such act as organizer not involving willful or grossly negligent misconduct.

ARTICLE XI
Amendments

Amendments to the Articles of Organization of the Company shall be adopted in accordance with the Regulations or with the consent of all the members but in no event shall the Articles of Organization be amended by a vote of less than a majority-in-interest of the members.



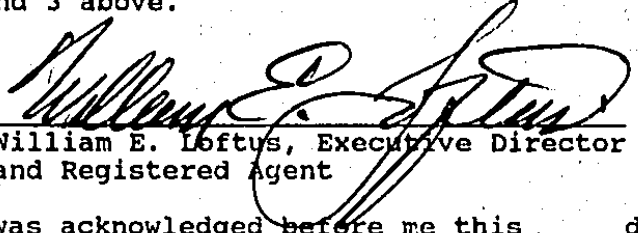
William E. Loftus, Executive Director

STATE OF FLORIDA)
) ss:
County of Pinellas)

**AFFIDAVIT OF MEMBERSHIP
AND CONTRIBUTIONS**
(Pursuant to § Florida
Statutes, 608.407(2))

The undersigned member of Environmental Building Products, L.C.,
deposes and says as follows:

1. The above-named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$450,000.
3. (a) The agreed value of property other than cash contributed by members is \$100,000.
(b) A list and description of said property is attached hereto as Schedule A and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by the members is \$5,000,000. This total includes amounts from 2 and 3 above.


William E. Loftus, Executive Director
and Registered Agent

The foregoing instrument was acknowledged before me this day
of May, A.D. 1996, by William E. Loftus, Manager and Member, on
behalf of Environmental Building Products, LC. He is personally
known to me or has produced POL 6132-925-54-1446 as
identification and did take an oath.


Notary Public



KATHERINE L. O'CONNELL
MY COMMISSION # 00212859 EXPIRES
July 7, 1996
BONTO MUTUAL OF FLORIDA, INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.3507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **ENVIRONMENTAL
BUILDING PRODUCTS, LC.**

2. The name and address of the registered agent and office is
as follows:

William E. Loftus
3035 Eastwood Drive
Clearwater, FL 34619

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.


William E. Loftus

22 May 96
Date

FILED
96 MAY 23 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L96000000598



5 September 1996

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

ENVIRONMENTAL
BUILDING
PRODUCTS,
L.C.

Dear Secretary,

Enclosed is our check # 1016 for a certified
copy of letter re: EBP LLC, your #096A00027213,
copy of your letter attached. The check is in the amount of
\$3000.

The new address, in addition to the address below is
P.O. Box 2078 Clearwater FL 34617-9998. Please
use the post office box # for making the certified copy.
Thank you in advance for your help.

Respectfully,
Bob Mills
Treasurer

address
chg 9/10
BT