

# L96000001252

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

RE: Metropolitan Construction Services, L.C.

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED

95 DEC -2 PM 2:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL DEC - 2 1996

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. Ffe		
Corp. Record Search		
<input checked="" type="checkbox"/> 100-Name Change Ffe		
Foreign Corp. Ffe		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
Art. of Amend. Ffe		
Dissolution/Withdrawal		
C U S.		
Fictitious Name Ffe	000002019902--0	
	-12/04/96--0111--003	
Name Reservation	***\$337.50	***\$337.50
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate KH		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( )	pgs.	
<b>SUBTOTALS</b>		

REQUEST TAKEN CONFIRMED APPROVED  
 DATE 12/2  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY \_\_\_\_\_

WALK-IN WIN Pick Up 10:00 12/2

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment  
 TERMS: NET 15 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 15% per Annum.

THANK YOU  
 from  
 Your Capital Connection

RECEIVED  
 95 DEC -2 AM 9:10

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**ARTICLES OF ORGANIZATION FOR  
METROPOLITAN CONSTRUCTION SERVICES, L.C.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be METROPOLITAN CONSTRUCTION SERVICES, L.C. Its principal office shall be located at 3220 Monet Drive, city of Palm Beach Gardens, county of Palm Beach, Florida, 33410; but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II  
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:

1. To engage in real estate investment, development and sales, and further 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 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 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, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the 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 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 laws, lawfully carry on, exercise, or do.

### **ARTICLE III DURATION**

This Company shall commence its existence upon the date these Articles are filed with the Florida Department of State. The Company's existence shall terminate be perpetual, unless the Company is earlier dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

### **ARTICLE IV MANAGEMENT**

Management of this Company is reserved to its members, whose names and addresses are as follows:

Irwin Shipper  
3220 Monet Drive  
Palm Beach Gardens, FL 33410

David Shipper  
3220 Monet Drive  
Palm Beach Gardens, FL 33410

#### ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company.

A member's interest in the Company may not be sold or otherwise transferred except with 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 Company, the Company shall be dissolved, unless the business of the Company is continued by the unanimous consent of the remaining members.

#### ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is 4100 RCA Blvd., Suite 100, city of Palm Beach Gardens, county of Palm Beach, Florida 33410, and the name of the Company's initial registered agent at that address is Barry B. Byrd.

The undersigned, being the authorized representative of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of METROPOLITAN CONSTRUCTION SERVICES, L.C.

Executed by the undersigned at Palm Beach Gardens, Florida, on the 27<sup>th</sup> day of November, 1996.

BY:   
Barry B. Byrd, authorized  
representative of the members

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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 METROPOLITAN CONSTRUCTION SERVICES, L.C.;
2. The name of the company's initial registered agent and office is: Barry B. Byrd, 4100 RCA Blvd., Suite 100, Palm Beach Gardens, Florida, 33410; and

Having been named 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 positions as registered agent.

BY: 

Barry B. Byrd

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned authorized representative of the members of the METROPOLITAN CONSTRUCTION SERVICES, L.C., deposes and says:

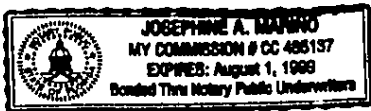
1. The above named Company has at least two members.
2. The total amount of cash contributed is \$100.
3. If any, the agreed value of property other than cash actually contributed by the members as of formation is: NONE.
4. The total amount of cash or property anticipated to be contributed by the members is \$100.

BY:   
Barry B. Byrd, authorized  
representative of the members

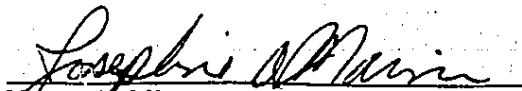
STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared BARRY B. BYRD, as authorized representative of IRWIN SHIPPER, member of the METROPOLITAN CONSTRUCTION SERVICES, L.C., named in the foregoing instrument, who is either personally known to me or who has produced \_\_\_\_\_ as identification and has taken oath.

WITNESS my hand and official seal in the County and State last aforesaid this 27<sup>th</sup> day of November, 1996.



(Seal)

  
Notary Public

Type or Print Name

My Commission Expires: