

LAW OFFICES OF
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Florida Department of State
Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

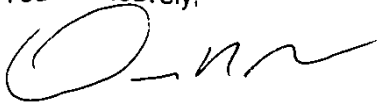
RE: **ACCURATE CONCRETE CUTTING, L.C.**

To whom it may concern,

Enclosed herewith is an executed original of the Articles of Organization for the above referenced limited liability company, together with our check for \$285.00. Please return a certified photocopy of the Articles with the log-in stamp.

Should you have any questions, please contact me.

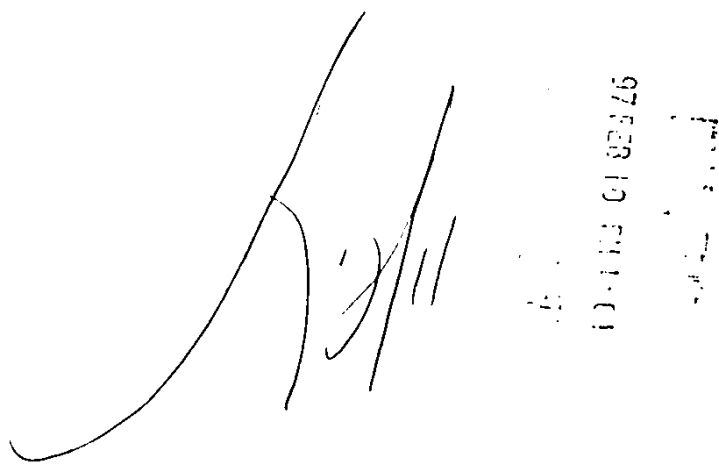
Yours sincerely,



Darrin R. Schutt

encl.

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**ARTICLES OF ORGANIZATION OF
ACCURATE CONCRETE CUTTING, L.C.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be ACCURATE CONCRETE CUTTING, L.C.

**ARTICLE II
DURATION**

This Limited Liability Company shall exist for a period of 30 years commencing with the date of recording of these Articles in the Office of the Secretary of State.

**ARTICLE III
PURPOSE**

This Limited Liability Company is created for the purpose of transacting the business of providing general and concrete construction services, and in such other business as may be agreed by the members.

**ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT**

The Initial principal place of business of this Limited Liability Company shall be 1223 S.E. 4th Terrace, Cape Coral, Florida 33904, and such other place or places as the members from time to time may determine.

The Initial Registered Agent of the Limited Liability Company shall be Norbert Pilz, whose address is 1223 S.E. 4th Terrace, Cape Coral, Florida 33904.

ARTICLE V
CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of seven hundred and fifty dollars (\$750.00) which will be contributed by the following three (3) members in the following amounts:

<u>NAME</u>	<u>ADDRESS</u>	<u>CAPITAL</u>
1) Juergen Parkinson & Karin Parkinson, as joint tenants with the right of survivorship	4602 S.W. 25 th Court Cape Coral, FL 33914	\$250.00
2) Robert Ruck	2224 S.E. 5 th Court Cape Coral, FL 33904	\$250.00
3) Norbert Pilz	1223 S.E. 47 th Terrace Cape Coral, FL 33904	\$250.00

No member shall be entitled to receive interest on his contribution to capital.

ARTICLE VI
MANAGEMENT OF BUSINESS

This Limited Liability Company is to be managed by the members whose names and addresses are enumerated in Article V above.

Except as otherwise provided in these Articles of Organization, all members shall have equal rights in the management or conduct of the Limited Liability Company, pursuant to specific rules regarding rights and duties of members enumerated in the regulations of this Limited Liability Company which are incorporated herein by reference.

ARTICLE VII
REGULATIONS

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in the members of this company if decided by a unanimous vote.

ARTICLE VIII

PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE IX

MEETING OF MEMBERS

Annual meetings of the members shall be held within 30 days after the close of the company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the requirements set forth in the regulations by a majority in interest of all members at any time after the giving of ten (10) days notice to the other members. Notice of special meetings shall be by actual notice in person, by certified mail, return receipt requested, or by other delivery in which acceptance by the addressee is acknowledged in writing. Attendance at a meeting constitutes a waiver of notice unless the member protests the lack of notice to him.

Minutes shall be kept of all regular and special meetings.

ARTICLE X

TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

Transferability of members' interests shall be governed by the provisions of §608.432, Florida Statutes.

**ARTICLE XI
PROFITS AND LOSSES**

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to this pro rata interest in the company. Losses shall be passed through to each member according to this pro rata interest in the company.

**ARTICLE XII
ADMISSION OF NEW MEMBERS**

Additional members may be admitted from time to time with the unanimous written consent of the members on such terms and conditions as are set forth by a unanimous vote of the members.

**ARTICLE XIII (A)
WITHDRAWAL OR RETIREMENT OF MEMBER(S)**

In the event any member desires to withdraw or retire from the Limited Liability Company, or becomes disabled so that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles, the member shall give sixty (60) days' notice of his intention in writing by registered or certified mail to the other members at the last known address of each member. If any member is adjudged incompetent or insane, his guardian shall give notice thereof to each of the other members in the same manner.

**ARTICLE XIII(B)
EXPULSION OF MEMBER(S)**

a) Grounds for Expulsion. Any member may be expelled from membership in the Limited Liability Company by a majority vote of the other members on the following grounds:

(1) Failure of a member to make, when due, any contribution required to be made under the terms of this agreement, when such failure has continued for a period of thirty (30) days after written notice thereof;

(2) Failure to fulfill any other obligation to the Limited Liability Company as specified in these articles, when such failure has continued for a period of thirty (30) days after written notice thereof;

- (3) Adjudication of the member as insane or incompetent;
 - (4) Disability of the member to the extent that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles;
 - (5) The making of an assignment for the benefit of creditors, the filing of a petition under the National Bankruptcy Act or under any similar law or statute of the United States or any state thereof, or the adjudication of the member as a bankrupt or insolvent in proceedings filed against such member under any such act or statutes; or
 - (6) Any unlawful act causing damage to the Limited Liability.
- b) Notice. On the occurrence of any event listed in subparagraph (a) of this article, the defaulting member may be expelled from membership in the Limited Liability Company by a majority vote of the other members upon giving the defaulting member fifteen (15) days' notice of expulsion. The notice shall briefly state the grounds for the expulsion.

ARTICLE XIV DISSOLUTION, WINDING UP, LIQUIDATION

a) Causes of Dissolution. This Limited Liability Company shall be dissolved on the occurrence of any of the following events, unless the remaining members unanimously give their written consent to the continuance of the company:

- 1) Termination of the term of existence specified herein, provided it is less than thirty (30) years.
- 2) Withdrawal, retirement or expulsion of a member.
- 3) Death, disability or bankruptcy of a member.
- 4) Unanimous written consent of the members.

b) Right to Continue Business. The remaining members of this Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

c) Payment if Limited Liability Company is Continued. If the remaining members elect to continue the company business under subparagraph (b) of this article, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined by subparagraph (d) of this article, as of the date of the events enumerated in subparagraph (a). Payment shall be made within three (3) months.

d) **Value of Member's Interest.** The value of a member's interest in the Limited Liability Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the company.

e) **Winding Up and Liquidation.** On dissolution of the Limited Liability Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order:

- (1) Amounts owing to creditors other than members.
- (2) Amounts owing to members other than for capital and profits.
- (3) Amounts owing to members in respect to capital.
- (4) Amounts owing to members in this respect to profits.

ARTICLE XV NOTICE TO MEMBERS

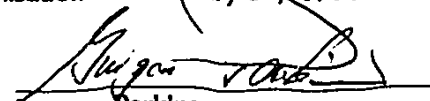
All notices to the members of this Limited Liability Company pursuant to these articles shall be deemed effective when given by personal delivery, by registered or certified mail, return receipt requested, or by other delivery in which acceptance by the addressee is acknowledged in writing.

ARTICLE XVI AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by unanimous consent of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Department of State. All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on February 6th, 1997.

a)

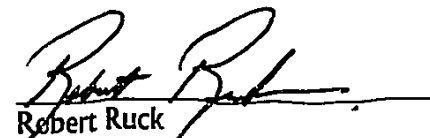

Juergen Parkinson

Kortumweg 27
D-44141 Dortmund
Federal Republic of Germany


Karin Parkinson

Kortumweg 27
D-44141 Dortmund
Federal Republic of Germany

b)


Robert Ruck

2224 S.E. 5th Court
Cape Coral, FL 33904

c)


Norbert Pilz

1223 S.E. 4th Terrace
Cape Coral, FL 33904


I hereby accept the obligation
as Registered Agent for said organization

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that on this 6th day of February, 1997, before me, an officer duly qualified to take acknowledgments, personally appeared Juergen Parkinson, Karin Parkinson, Robert Ruck and Norbert Pilz, who have produced their Florida Driver's Licenses to me as Identification, and who executed the foregoing Instrument before me, and who did not take an oath.

My Commission Expires:
April 1, 2000




Ernest A. Seemann
Notary Public, State of Florida
Commission Number: CC541655

STATE OF FLORIDA)
COUNTY OF LEE)

AFFIDAVIT

BEFORE ME, the undersigned authority, appeared today NORBERT PILZ, who is personally known to me, and who, after having been duly sworn, deposes and says:

1. My name is Norbert Pilz; my address is 1223 S.E. 4th Terrace, Cape Coral, Florida 33904.

2. I make this affidavit in compliance with Sec. 608.407(2) Florida Statutes as a member of the proposed Limited Liability Company ACCURATE CONCRETE CUTTING, L.C., and declare:

(a) The Limited Liability Company ACCURATE CONCRETE CUTTING, L.C., will have three members, namely: a) Juergen Parkinson and Karin Parkinson, husband and wife, as joint tenants with right of survivorship; b) Robert Ruck; and c) Norbert Pilz.

(b) The actual amount of cash contribution is \$750.00 (Seven Hundred and Fifty Dollars);

(c) The agreed value of any property other than cash contributed is approx. \$60,000.00.

(d) The amount of cash and property anticipated to be contributed is approx. \$60,750.00.

3. I sign this Affidavit as the member of the company who owns a one-third ($\frac{1}{3}$) interest in this proposed Limited Liability Company.

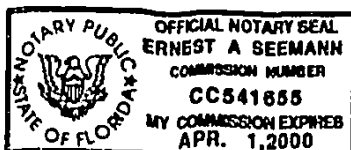
FURTHER AFFIANT SAYETH NAUGHT.

ACCURATE CONCRETE
CUTTING, L.C.

Norbert Pilz
Norbert Pilz, Member

SWORN TO AND subscribed before me this 6th day of February 1996.

My Commission Expires:
April 1, 2001



Ernest A. Seemann
Ernest A. Seemann
Notary Public, State of Florida
Commission No.: CC541855

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FILED
NOTARY PUBLIC
STATE OF FLORIDA