

L9700000187

TRANSMITTAL LETTER

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

400002069764--1
-01/28/97--01042--020
****122.50 ****122.50

SUBJECT: RJV Construction LLC

I enclose an original and 1 copy(ies) of the Articles of Organization for the above corporation and a check in the amount of \$ 122.50.

300002090653--0
-02/18/97--01064--017
****215.25 ****215.25

FROM:

RJV Construction LLC
Name

6000 S. Rio Grande Ave Ste 101
Address

Orlando Fla. 32809
City State Zip

(407) 240-6300
Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 FEB 14 PM 2:18

Money
[Signature]
~~1130~~
~~2485~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 31, 1997

PJC CONSTRUCTION LLC
6000 S RIO GRANDE AVE.
STE 104
ORLANDO, FL 32809

SUBJECT: PJV CONSTRUCTION LLC
Ref. Number: W9700002485

We have received your document for **PJV CONSTRUCTION LLC** and check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$215.25. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 097A00005188

February 13, 1997

Loria Poole
Corporate Specialist
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

Dear Ms. Poole:

Per the attached letter, we understood that you had retained the necessary paperwork to process our documents and all you needed from us was a check for \$215.25. We sent you a check for this amount (check #1039) via overnite mail.

When I called your office this morning to verify that you received our overnite package, I was told they had failed to retain any of the documents. I am returning everything to you I believe you need to process our request and your office is already in receipt of any payment required. Please process these documents as soon as possible and call us immediately if you have any questions.

Sincerely,



Edith Jorgensen

ARTICLES OF ORGANIZATION
FOR PJV CONSTRUCTION LLC
(A FLORIDA LIMITED LIABILITY COMPANY)

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ARTICLE I

NAME: The name of the Limited Liability Company is PJV
CONSTRUCTION LLC.

ARTICLE II

ADDRESS: The mailing address and street address of the
principal office of the Limited Liability Company is:

PJV CONSTRUCTION LLC
1280 Orange Avenue
Orlando, Florida 32789

ARTICLE III

DURATION: The period of duration for the Limited Liability
Company shall be perpetual.

ARTICLE IV

MANAGEMENT: The Limited Liability Company is to be manage by
the members and the name and address of the managing member is:

AQMI CORPORATION
1311 Hoffner Avenue
Orlando, Florida 32809

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS: The right, if given, of the remaining members to admit additional members and the terms and conditions of the admission shall be:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional members and unanimous vote of any managing members.

ARTICLE VI

MEMBERS RIGHTS TO CONTINUE BUSINESS: The right, if given, 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 be:

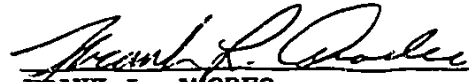
The remaining members have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company upon the majority vote of the remaining members.

ARTICLE VII

AUTHORIZED MEMBER: The name and street address of the organizing member authorized to execute these Articles of

Organization is any officer of AQMI Corporation, 1311 Hoffner
Avenue, Orlando, Florida 32809.

The undersigned officer has executed these Articles of
Organization this 14 day of October, 1996.


FRANK L. AMODEO,
AUTHORIZED REPRESENTATIVE,
AQMI CORPORATION

NON-CASH CONTRIBUTIONS

(1) AQMI Corporation, in exchange for fifty percent (50%) of equity in the PJV Construction LLC, transfers one hundred percent (100%) of:

- (a) its common stock in On Time Construction Company of Central Florida, Inc.;
- (b) a note receivable in the face amount of \$25,000.00 to Margaret Amodeo and the attendant UCC-1 on file in the public records of Orange County, Florida; and
- (c) its interest in the PJV Construction Company Joint Venture Agreement.

AQMI Corporation additionally promises to provide PJV Construction LLC with a right of first refusal on all future construction work within its control for which PJV Construction LLC is licensed to perform.

(2) Mike Provini, in exchange for thirty percent (30%) equity in the PJV Construction LLC, transfers one hundred percent (100%) of its interest in the PJV Construction Company Joint Venture Agreement; agrees to qualify PJV Construction LLC as a general contractor; and promises to provide PJV Construction LLC with a right of first refusal on all future construction work within its control for which PJV Construction LLC is licensed to perform.

(3) Jerry Beavers, in exchange for ten percent (10%) of equity in the PJV Construction LLC, transfers one hundred percent (100%) of:

PAGE TWO, NON-CASH CONTRIBUTIONS

- (a) its common stock in On Time Construction Company of Central Florida, Inc.;
- (b) a note receivable in the face amount of \$25,000.00 to Jerry Beavers and the attendant UCC-1 on file in the public records of Orange County, Florida; and
- (c) its interest in the PJV Construction Company Joint Venture Agreement.

Jerry Beavers additionally promises to provide PJV Construction LLC with a right of first refusal on all future construction work within its control for which PJV Construction LLC is licensed to perform.

- (4) Victor Robert, in exchange for ten percent (10%) of equity in the PJV Construction LLC, transfers one hundred percent (100%) of:

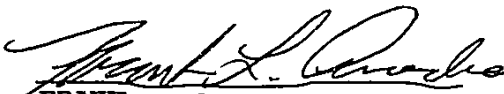
- (a) its common stock in On Time Construction Company of Central Florida, Inc.;
- (b) a note receivable in the face amount of \$25,000.00 to Victor Robert and the attendant UCC-1 on file in the public records of Orange County, Florida; and
- (c) its interest in the PJV Construction Company Joint Venture Agreement.

Victor Robert additionally promises to provide PJV Construction LLC with a right of first refusal on all future construction work within its control for which PJV Construction LLC is licensed to perform.

AFFIDAVIT OF
MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of PJV CONSTRUCTION LLC 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 \$1,000.00;
- (3) If any, the agreed value of property other than cash contributed by members is \$100,000.00. A description of the property is attached and made a part hereto; and
- (4) The total amount of cash or property anticipated to be contributed by members is \$101,000.00.


FRANK L. AMODEO,
AUTHORIZED REPRESENTATIVE,
AQMI CORPORATION

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the company is:

PJV CONSTRUCTION, LLC

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

RICHARD PROVINI

PJV CONSTRUCTION, LLC

6000 S. RIO GRANDE AVE, STE 104

ORLANDO FL 32809

Signature:



Title:

PRESIDENT

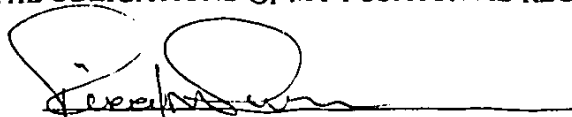
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE 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.

Signature:



Date:

1-23-97