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Schofield & Spencer, P. A.

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1429 60th Avenue West
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Bradenton, Florida 34207

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P. Allen Schofield
Mary Anne Spencer
William H. Meeks, Jr.
*Also admitted in the State of Georgia

May 28, 1997

Beth Register
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

RE: DYNASTY GLASS & MIRROR CO., L.C.

Dear Ms. Register:

Enclosed herewith please find the original and one copy of Articles of Organization, Affidavit of Membership and Contributions, and Statement Designating Registered Agent and Office regarding the above named new Limited Liability Company. The start date may be shown as received and recorded.

Also enclosed is our check in the amount of \$337.50 to cover Filing Fee for the two (2) members and certified return copy of same.

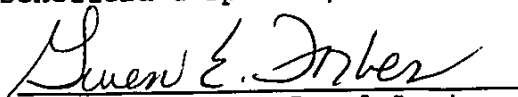
Please return certified copy of Articles to:

William H. Meeks, Jr.
Schofield & Spencer, P.A.
1429 60th Ave. W., Suite 300
Bradenton, FL 34207

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Sincerely,

Schofield & Spencer, P.A.


Gwen E. Forbes, Legal Asst.

/gf
enclosures

F. CHAMBER

JUN 27 1997

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B. ROBERTSON JUN 2 1997

Schofield & Spencer, P. A.

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1429 60th Avenue West
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Bradenton, Florida 34207

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P. Allen Schofield
Mary Anne Spencer
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June 23, 1997

Ms. Beth Raines
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

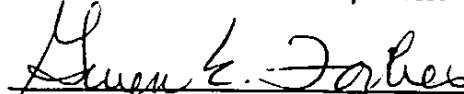
Re: Dynasty Glass & Mirror Co., L.C.

Dear Beth:

Enclosed please find the original Exhibit A for the above company. I apologize for the delay, but as I explained, I thought it had already been sent. If there is anything else required, please advise.

Sincerely,

SCHOFIELD & SPENCER, P.A.



By: Gwen E. Forbes, Legal Asst.

/gf
enclosure

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
DYNASTY GLASS & MIRROR CO., L.C.**

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be DYNASTY GLASS AND MIRROR CO., L.C., and its principal office shall be located at 6801 14th St. W., Bradenton, Florida 34207, 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 limited liability company is authorized to transact, 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 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, or 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 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 other person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political

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or administrative subdivision, or department, and to perform and carry out, assign, 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 in these Articles and otherwise granted or permitted by the 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 or 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.

7. The several clauses contained in this statement of the general nature of the 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 contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF 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. 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 IV

MANAGEMENT

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

1. **ELIZABETH A. PIATT**
 6801 14th St. W.
 Bradenton, Florida 34207
2. **RICHARD KIRBY**
 6801 14th St. W.
 Bradenton, Florida 34207

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 limited liability company.

A member's interest in the limited liability 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 in the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

An initial capital contribution in the amount of \$1500.00 shall be paid to the limited liability company by the members in the following shares: a) **ELIZABETH A. PIATT** 50% ; b) **RICHARD KIRBY** 50% . An additional contribution of personal property having an agreed value of \$35,370.00 shall be made by the members to the limited liability company with said contribution shared equally by the members. Additional contributions will be made as required, as determined by unanimous consent of the members.

ARTICLE VII

PROFITS AND LOSSES

(a) **Profit Sharing.** 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 a share of the profits based on the following percentages: A) **ELIZABETH A. PIATT** 50% ; b) **RICHARD KIRBY** 50% . The distributive share of the profits shall be determined and paid to the members within ninety days of the end of the fiscal year of the company.

(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, or, if these sources are insufficient to cover such losses, by the members in the same shares as the division of profits and shall be paid within ninety days of the end of the fiscal year.

ARTICLE VIII

COMMENCEMENT AND DURATION

This limited liability company shall commence existence on the filing of these articles and shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 6801 14th Street W., Bradenton, Fl. 34207 and the name of the company's registered agent at that address is **ELIZABETH A. PIATT**.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **DYNASTY GLASS AND MIRROR CO., L.C.**.

Executed by the undersigned at Bradenton, Florida on this 21st day of MAY, 1997.


ELIZABETH A. PIATT


RICHARD KIRBY

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)

ss

COUNTY OF MANATEE)

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of **DYNASTY GLASS AND MIRROR CO., L.C.** deposes and says:

1. The limited liability company identified above has at least two (2) members.

2. The total amount of cash contributed by the members is \$1500.00.

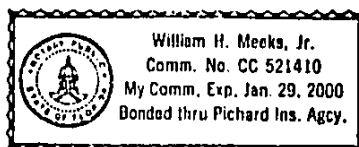
3. If any, the agreed value of property other than cash contributed by the members is \$ 35,370.00 . A description of the property is attached as Exhibit A and made a part of this affidavit.

4. The total amount of cash or property anticipated to be contributed by the members is \$ 36,870.00 . This total includes the amounts from two (2) and three (3) above.

Elizabeth A. Piatt
ELIZABETH A. PIATT

The Foregoing instrument was acknowledged before me this 21st day of MAY, 1997, by **ELIZABETH A. PIATT**, on behalf of **DYNASTY GLASS AND MIRROR CO., L.C.**, a limited liability company. She is personally known to me or has produced _____ as identification.

William H. Meeks, Jr.
Notary Public



STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)

ss

COUNTY OF MANATEE)

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **DYNASTY GLASS AND MIRROR CO., L.C.**

The name of the registered agent for **DYNASTY GLASS AND MIRROR CO., L.C.** is **ELIZABETH A. PIATT** and the Street address for the company's principal office where the agent is located is 6801 14th Street W.,

Bradenton, Fl. 34207.

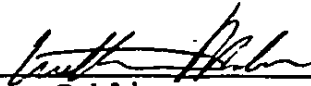
This statement is to acknowledge that, as indicated above, **DYNASTY GLASS AND MIRROR CO., L.C.** has appointed me, **ELIZABETH A. PIATT**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent 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.

DATED this 21st day of MAY, 1997.

Elizabeth A. Piatt
Affiant

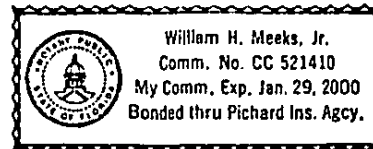
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 21st
day of MAY, 1997, by **ELIZABETH A. PIATT**, agent on behalf
of **DYNASTY GLASS AND MIRROR CO., L.C.**, a limited liability company.
She is personally known to me, or has produced _____
_____ as identification.



Notary Public

My Commission Expires:



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TALLAHASSEE, FLORIDA

EXHIBIT "A"
COMPANY ASSETS

4 Desks.....	\$1,000.00
2 Computers with Printers.....	3,450.00
1 Cash Register.....	250.00
1 Copy Machine.....	800.00
1 Fax Machine.....	350.00
1 Radio.....	250.00
9 Chairs.....	275.00
3 Display Racks.....	150.00
1 Neon Open Sign.....	100.00
1 Microwave.....	75.00
1 Coffee Pot.....	40.00
1 Refrigerator.....	50.00
1 Microwave Table.....	150.00
1 Typewriter (Word Processor).....	150.00
1 Typewriter Table.....	50.00
4 Telephones.....	480.00
3 Fans.....	75.00
1 Printer.....	75.00
1 Copy Machine Stand.....	50.00
1 Supply Cabinet.....	100.00
2 File Cabinets.....	150.00
1 Safe.....	150.00
2 Mobile Phones.....	200.00
Office Supplies (Staplers, Roledex Card, Paper Clip Holders etc.).....	400.00
3 Calculators.....	180.00
2 File Holders on Rollers.....	80.00
1 Answering Machine.....	40.00
1 Counter.....	700.00
2 Fire Extinguishers.....	100.00
3 Bath Displays in Showroom.....	1,350.00
6 Display Mirror Cubes.....	1,200.00
1 Sink Display.....	100.00
1 Coffee Table Display.....	500.00
1 Glass Table Display.....	400.00
8 Misc. Tables and Stands.....	400.00
1 Ban Saw w/ Sander with Table.....	120.00
1 Chop Saw with Stand.....	125.00
1 Wet Grinder.....	1,300.00
1 Small Grinder (Hand Sander).....	250.00
1 Large Grinder (Hand Sander).....	400.00
1 Chop Saw (Portable).....	100.00
1 Circular Saw.....	75.00
1 Hole Cutter.....	200.00
1 Electric Glass Cutters.....	125.00
1 Cutting Table with 4 Electric Plugs.....	2,000.00
7 Glass Racks.....	2,100.00
6 Tool Boxes.....	200.00
1 Cordless DeWalt Drill.....	200.00
4 Suction Cups (Glass).....	300.00

Misc. Tools.....	700.00
Misc. Safety Equipment (Belts-Goggles, Etc.).....	250.00
18 Decorative Mirrors.....	2,700.00
5 Decorative Pictures.....	625.00
Glass & Mirrors (Inventory).....	4,000.00
Misc. Shop Supplies.....	1,500.00
Misc. Over the Counter Inventory.....	1,500.00
1 Sodium Light.....	80.00
1 Kitchen Display Cabinet.....	800.00
2 Bath Single Displays.....	300.00
5 Garbage Cans.....	50.00
1 Medium Cabinet.....	40.00
1 First Aid Kit.....	30.00
13 Floral Arrangement.....	130.00
Display Decorative Ware.....	300.00
General Miscellaneous.....	<u>1,000.00</u>

TOTAL ASSETS \$35,370.00

Cash..... 1,500.00

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TALLAHASSEE, FLORIDA