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LANDIS, GRAHAM, FRENCH, HUSFELD, SHERMAN & FORD, P.A.

ATTORNEYS AT LAW

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JOHN L. GRAHAM (1905-1978)
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FRANK A. FORD, SR.
OF COUNSEL

once

* BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER
** ALSO ADMITTED IN COLORADO

PLEASE REPLY TO: DAYTONA OFFICE
April 19, 1999

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

Re: Modern Construction, LLC

5-1699
000002847670--3
-04/22/99--01077--013
****346.25 ****346.25

Dear Division of Corporations:

Enclosed herein are an original and one copy of the executed Articles of Organization for the above-named new limited liability company, which Articles include the Designation of Registered Agent. I have also enclosed an executed Affidavit of Membership and Contributions. Please return a filed-stamped copy and the certified copy of these Articles to our office in the enclosed stamped, self-addressed envelope.

Also enclosed is a check in the amount of \$346.25, payable to the Department of State, in payment of the following fees:

Filing Fee	\$250.00
Designation of Registered Agent	\$ 35.00
Certificate	\$ 8.75
Certified Copy	\$ 52.50
Total	\$346.25

Thank you for your assistance with this matter.

Yours truly,

Janet M. Strickland
Janet M. Strickland

L99-2350

Name	AL 4-26
Availability	
Duration	
Expiry	
Updater	
Updater	
Verifier	
Acknowledgment	
W.P. Number	

encs

ARTICLES OF ORGANIZATION
OF
MODERN CONSTRUCTION, LLC

The undersigned, acting as organizer of Modern Construction, LLC, under the Florida Limited Liability Company Act ("the Act"), adopts the following Articles of Organization for said limited liability company:

ARTICLE I
NAME

The name of the limited liability company shall be Modern Construction, LLC ("the LLC").

ARTICLE II
PERIOD OF DURATION

The period of duration shall commence May 1, 1999, and shall be perpetual thereon, unless the LLC is sooner dissolved as provided by these Articles of Organization.

ARTICLE III
PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act to conduct any lawful business, subject to any provisions of law governing or regulating such business within Florida, including the authority to hold, purchase, mortgage, lease and convey real and personal property in Florida. The LLC shall have the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement (or regulations, as this agreement is known under the current Act).

ARTICLE IV
PRINCIPAL PLACE OF BUSINESS

The LLC's principal place of business^{mailing address} in Florida is at the following address:

177 E. Graves Avenue
Orange City, FL 32763

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99 APR 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
REGISTERED AGENT AND OFFICE

The initial registered agent and the registered office is as follows:

Ernesto I. Torres, DMD
177 E. Graves Avenue
Orange City, FL 32763

ARTICLE VI
MEMBER-MANAGED

Management of the LLC is to be vested in its members. The names and addresses of the initial two members of the LLC are:

Ernesto I. Torres, DMD
177 E. Graves Avenue
Orange City, FL 32763

Fernando I. Torres
PO Box 363513
San Juan, Puerto Rico 00936

The members shall have the responsibilities accorded to them as set out in the Operating Agreement of the LLC.

ARTICLE VII
MEMBERS AND CONTRIBUTIONS

Ownership interest in the LLC is vested equally in its two initial members, Ernesto I. Torres, DMD, and Fernando I. Torres, who shall each own a 50% interest in the LLC. Each member shall make an initial equal contribution by check or wired or certified funds. The members have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the LLC.

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TALLAHASSEE, FL 32304

ARTICLE VIII
ADDITIONAL MEMBERS

The members reserve the right to admit additional members upon the unanimous agreement of the members as to the admission of and the consideration to be paid by such new members, and subject to the terms and conditions of the LLC's Operating Agreement.

ARTICLE IX
OPERATING AGREEMENT

The Operating Agreement of the LLC shall be executed by each member of the LLC and shall set forth all provisions for the affairs of the LLC and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles.

ARTICLE X
CONTINUATION UPON WITHDRAWAL OF MEMBER

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the LLC, so long as there is unanimous agreement among the remaining members to continue the LLC by written consent within 90 days after the withdrawal of a member and provided there are at least two remaining members.

ARTICLE XI
LIABILITY OF MEMBERS

The members shall not be liable under a judgment, decree or order of the court, or in any other manner, for a debt, obligation or liability of the LLC.

ARTICLE XII
INDEMNIFICATION

The following provisions, not inconsistent with law, which the members elect to set out in these Articles for the regulation of the internal affairs of the LLC, are as follows:

- (1) The LLC shall indemnify an individual made a party to a proceeding because he is or was a managing member, employee or agent of the LLC against liability incurred in the proceeding if:

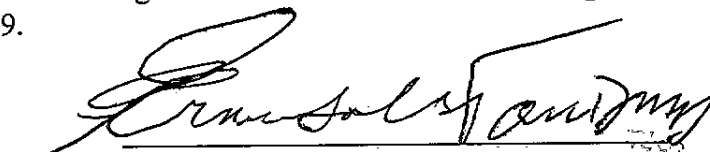
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- (a) he conducted himself in good faith; and
 - (b) he reasonably believed that his conduct was in or at least not opposed to the LLC's best interests; and
 - (c) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.
- (2) Indemnification shall also be provided for an individual's conduct with respect to an employee benefit plan if the individual reasonably believed his conduct to be in the best interests of the participants in and beneficiaries of the plan.
- (3) The LLC shall pay for or reimburse the reasonable expenses incurred by a managing member, employee, or agent of the LLC who is a party to a proceeding in advance of final disposition of the proceeding if:
- (a) the individual furnishes to the LLC a written affirmation of his good faith belief that he has met the standard of conduct described herein;
 - (b) the individual furnishes to the LLC a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that he did not meet the standard of conduct described herein; and
 - (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

The undertaking required by this paragraph shall be an unlimited general obligation, but need not be secured and may be accepted without reference to financial ability to make repayment.

- (4) The indemnification and advance of expenses authorized herein shall be exclusive to any other rights to which any managing member, employee or agent may be entitled under the Operating Agreement of the LLC. These Articles shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. These Articles shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 15 day of April, 1999.


Ernesto I. Torres, DMD, Organizer

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99 APR 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

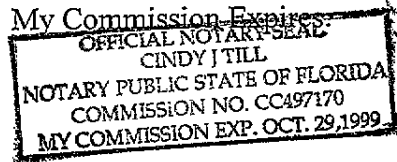
STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Ernesto I. Torres, DMD, known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed these Articles of Organization.

WITNESS my hand and official seal in the County and State set forth above this 15th day of April, 1999.

Cindy J. Till
Notary Public, State of Florida
CINDY J. TILL
Typed or Printed Name of Notary

Commission No. CC497170



Personally Known ☒ or
Produced Identification _____
Type of Identification _____

Acceptance by Registered Agent

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in these Articles, 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.

Ernesto I. Torres
Ernesto I. Torres, DMD
4-15-99
Date

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99 APR 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

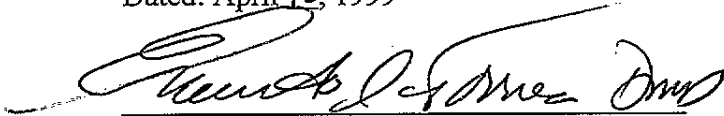
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Modern 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 members is \$200,000.00.
3. If any, the agreed value of property other than cash contributed by the members is: \$0.
4. The total amount of cash or property anticipated to be contributed by the members is \$200,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: April 15, 1999



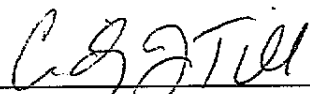
Ernesto I. Torres, DMD, Member

In accordance with F.S. 608.408(3), the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

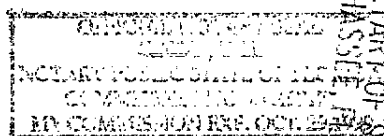
STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared Ernesto I. Torres, DMD, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of April, 1999.


Notary Public, State of Florida
C. J. TILL

Personally Known ☒ AND/OR Produced Identification _____
Type of Identification Produced _____



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99 APR 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA