

JUN-03-99 04:14PM

FROM: AKERMAN SENTERFITT & EIDSON

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To:

Division of Corporations
Fax Number : (850) 922-4003

From: Angelica M. Calabrese

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

LIMITED LIABILITY COMPANY

FORTRESS CONCRETE & CONSTRUCTION, LLC

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is FORTRESS CONCRETE & CONSTRUCTION, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 10856 Emerald Chase Drive, Orlando, FL 32836.

**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 managed by the sole member and the name and address of such member who is to serve as manager is:

BHN Holdings, LLC
1910 W. North Avenue
Suite 300
Chicago, IL 60622

Prepared by
Andrew M. Smulian, Esq.
Akerman, Senterfitt & Eidson, P.A.
One S.E. 3rd Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of FORTRESS CONCRETE & CONSTRUCTION, LLC deposes and says:

- 1) the above-named limited liability company has at least one member.
- 2) the total amount of cash contributed by the member(s) is \$100,000.00.
- 3) there is no agreed value of property other than cash contributed by member(s).
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$100,000.00. This total includes amounts from 2 and 3 above.

By 
Robert Buono, Authorized representative of
BHN HOLDINGS, LLC, the member

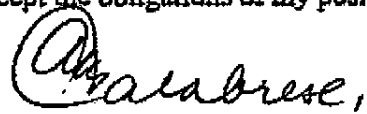
In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

**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 Corporation is FORTRESS CONCRETE & CONSTRUCTION, LLC.
2. The name and address of the registered agent and office is American Information Services, Inc., One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for the above stated limited liability 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 position as registered agent.


Angelica M. Calabrese, Vice President

Date: June 3, 1999

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