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HAROLD E. WOLFE, JR.*

*ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

* FLORIDA BAR BOARD

CERTIFIED TAX ATTORNEY

* FLORIDA BAR BOARD

CERTIFIED ESTATE

PLANNING AND PROBATE

ATTORNEY

June 25, 1999

VIA U.P.S. OVERNIGHT

Secretary of State

Division of Corporations/Partnerships

409 E. Gaines Street

P.O. Box 6327

Tallahassee, Florida 32314

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Re: Procast, L.C.

Dear Sirs:

Enclosed for filing with the Florida Department of State, Division of Corporations/Partnerships, please find Articles of Organization for Procast Limited Company. We would appreciate your filing these Articles of Organization with the Florida Secretary of State at your earliest convenience.

We understand that the fees for filing the Articles of Organization for a limited liability company are as follows:

Filing Fee	\$250.00
Certified Copy Fee	52.50
Registered Agent Designation	35.00
Total	\$337.50

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TALLAHASSEE FLORIDA

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We have enclosed our check in the amount of \$337.50 to cover the filing fees. We would appreciate a certified copy of the Articles of Organization being returned to us at the address shown on our letterhead. If there are any problems whatsoever regarding the filing of these Articles of

HAROLD E. WOLFE, JR., P.A.

Secretary of State

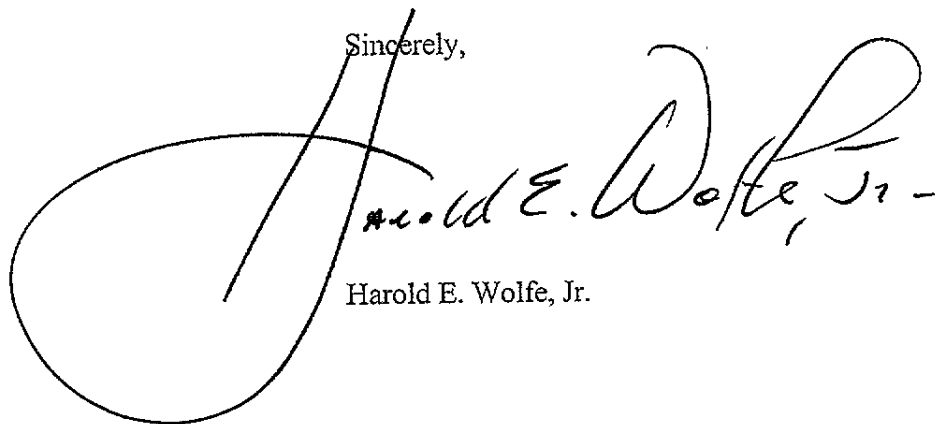
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Organization for this limited liability company, please give us a call collect at our number in West Palm Beach.

Should there be other questions, please feel free to call me.

Sincerely,

A large, stylized handwritten signature in black ink, reading "Harold E. Wolfe, Jr." The signature is written over the word "Sincerely," and the printed name "Harold E. Wolfe, Jr." below it. The signature is written in a cursive, flowing style.

Harold E. Wolfe, Jr.

HEW:cjt
Encls.

cc: Mr. Jaime G. Flores
Omar Del Rio, CPA

ARTICLES OF ORGANIZATION

OF

PROCAST, L.C.

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be " PROCAST, L.C."

ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY

This limited liability company shall have a duration of seventy-five (75) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address/Street Address:

1778 7th Avenue North,
Lake Worth, Florida 33461

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ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 2324 South Congress Avenue, Suite 2C, West Palm Beach, Florida 33406. The name of the registered agent at such registered office is OMAR DEL RIO, CPA.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of

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this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company is to be managed by three managers. Gilson Campos, Jr. shall serve as Chief Managing Officer and shall oversee the direction of the company. Jesus E. Corredor shall serve as Chief Managing Operating Officer and shall oversee the company's day-to-day affairs. Jaime G. Flores shall serve as Chief Managing Supervising Officer and shall assist Gilson Campos, Jr. in overseeing the overall direction of the company and shall assist Jesus E. Corredor in supervising the company's operating affairs. The names and addresses of such managers as aforesaid who shall serve until Successor Managers are elected and qualified are as follows:

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<u>Names of Manager</u>	<u>Address</u>
Gilson Campos, Jr.	3887 Loni Street Lake Park, FL 33403
Jaime G. Flores	1778 7 th Avenue North Lake Worth, FL 33461
Jesus E. Corredor	1778 7 th Avenue North Lake Worth, FL 33461

If this limited liability company subsequently adopts an operating agreement, such operating agreement shall specify the method of electing managers and designating successors to any managers of this limited liability company.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one million (1,000,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of the company.

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limited liability company in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in manufacturer and sales of concrete products.

ARTICLE X - OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

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IN WITNESS WHEREOF, the undersigned, members of this limited liability company have executed these Articles of Organization on this 18th day of JUNE, 1999.

PROCAST, L.C.

DUNAN BRICK CORP.

By: 


JAIME G. FLORES,
Its President, Member

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STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME personal appeared JAIME G. FLORES, President of Dunan Brick Corp., a Member of this liability company, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of JUNE, 1999.



Notary Public
State of Florida at Large
My Commission No. is: CC522888

My Commission Expires: 1/7/00

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TALLAHASSEE FLORIDA

AFFIDAVIT ATTACHED TO ARTICLES OF ORGANIZATION

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME personally appeared, JAIME G. FLORES, President of Dunan Brick Corp., a Member of this limited liability company, who, after being duly sworn, deposes and says under oath as follows:

1. This limited liability company has at least two Members.

2. The amount of cash and a description and agreed value of property other than cash contributed by the Members and the amount anticipated to be contributed by Members are as follows:

Actual Contributions

<u>Member</u>	<u>Actual Cash Contributed</u>	<u>Agreed Value of Property Contributed</u>
Dunan Brick Corporation	\$500.00	0
Gilson Campos, Jr.	\$500.00	0

Anticipated Contributions

<u>Member</u>	<u>Cash Contributed</u>	<u>Agreed Value of Property To Be Contributed</u>
Dunan Brick Corporation	0	0
Gilson Campos, Jr.	0	0

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TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned, a Member of this limited liability has executed this Affidavit on this 18th day of JUNE, 1999.

DUNAN BRICK CORP.

By:

Jaime Flores
JAIME G. FLORES,
Its President, Member

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME personal appeared, JAIME G. FLORES, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of JUNE, 1999.

Dumas del Rio
Notary Public
State of Florida at Large
My Commission No. is: CC 522888

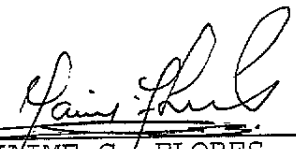
My Commission Expires: 1/7/00

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STATE

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED:

In compliance with Section 48.061, Florida Statutes, the
following is submitted:

That PROCAST, L.C. desiring to organize or qualify under the
laws of the State of Florida as a limited liability company with
its principal place of business in the City of Lake Worth, State
of Florida, has named, OMAR DEL RIO, located at 1778 7th Avenue,
North, Lake Worth, Florida 33461, as its agent to accept service
of process.

Signature: 

JAIME G. FLORES,
President of Dunan Brick
Corp.

Title: Incorporating Member

Date: 6-18-99

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TALLAHASSEE FLORIDA

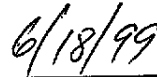
ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:



OMAR DEL RIO



DATE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA