

L99000005828

Gold Key Construction & Design, Inc.
Requestor's Name

P.O. Box 1128
Address

Crawfordville, FL 32326
City/State/Zip Phone #

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 16 AM 9:22

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Gold Key Holdings, LLC
(Corporation Name) (Document #) 200002989462-1
-09/17/99-01015-005
*****250.00 *****250.00
2. _____
(Corporation Name) (Document #) 200002989462-1
-09/17/99-01015-005
*****35.00 *****35.00
3. _____
(Corporation Name) (Document #) 200002989462-1
-09/17/99-01015-005
*****8.75 *****8.75
4. _____
(Corporation Name) (Document #) 200002989462-1
-09/17/99-01015-007
*****8.75 *****8.75

- Walk in Pick up time _____
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Document Examiner **MJH**
 Updater
 J. Carter Verifier
 W. P. Verifier

rec.
 9/14/99 @ 11:59
 Jeffrey Dykes GAVE
 AUTHORIZATION BY PHONE TO
 CORRECT Name
 DATE 9-16-99
 DOC. EXAM MJH
 W99-21154

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 15, 1999

GOLD KEY CONSTRUCTION & DESIGN INC.
P.O. BOX 1628
CRAWFORDVILLE, FL 32326

SUBJECT: GOLD KEY HOLDINGS, LLC
Ref. Number: W99000021154

We have received your document for GOLD KEY HOLDINGS, LLC and check(s) totaling \$250.00. However, your check(s) and document are being returned for the following:

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.

The document must contain the entity's complete mailing address.

Article VII - Management, must include the street address of the Manager.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 399A00045292

RECEIVED
99 SEP 16 PH 3:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
GOLD KEY HOLDINGS, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 16 AM 9:22

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under Chapter 608, Florida Statutes, the Florida Limited Liability Company Act.

ARTICLE I - NAME

The name of this limited liability company, referred to in these Articles as the **"Company"** is: GOLD KEY HOLDINGS, LLC

ARTICLE II - DURATION

The Company shall dissolve on October 1, 2019, unless earlier terminated by proper action of the Company or the provisions hereof.

Provided, however, that this Company shall dissolve upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, (if a non-natural person or business entity), or upon the occurrence of any other event that terminates the continued membership of a member in the Company unless the business of this Company is continued by the unanimous consent of all the remaining members.

ARTICLE III - PURPOSE

The purpose for which the Company is organized is to transact any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE IV - PRINCIPAL ADDRESS

The Company's mailing address is 23 Bradley Court, Crawfordville, Florida, 32326. The registered agent in Florida is William R. Waters, Jr., whose address is 318 North Monroe Street, Tallahassee, Florida 32301.

ARTICLE V - CAPITAL CONTRIBUTIONS

Contributions to the Company by each member are as follows:

- A. Gold Key Construction and Design, Inc. has made a cash contribution in the amount of \$7,000.00.
- B. Jeffery A. Dykes has made a cash contribution of \$400.00
- C. Kelly J. Dykes has made a cash contribution of \$100.00.

Total additional contributions will be made as may be required for investment purposes by unanimous consent of all the members of the Company.

ARTICLE VII - MANAGEMENT

The Company is to be managed by Jeffrey A. Dykes whose street address is 23 Bradley Court, Crawfordville, Florida, 32326, who shall serve until the first meeting of members. The managers shall be elected annually by the members in the manner prescribed by and provided in the Regulations of this Company. The managers shall also hold the offices and have the responsibilities accorded to them by the members and as set out in the Regulations of the Company.

ARTICLE VIII - ADMISSION OF MEMBERS

Members shall have the right to admit new members. Additional members may be admitted only on the unanimous consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the

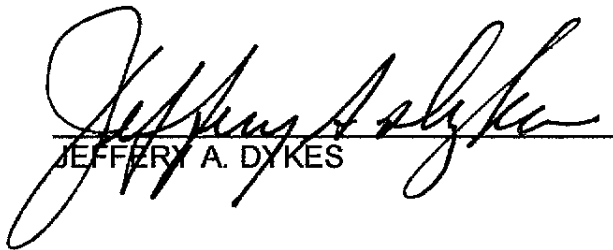
time the new members are admitted.

Any transfer or assignment of a member's interest in the Company shall be in accordance with the Company's operating regulations, these Articles of Organization, and the Florida Limited Liability Company Act.

ARTICLE IX - ADDITIONAL PROVISIONS

The power to adopt, alter, amend, or repeal the Regulations of this Company is vested entirely in the members of the Company.

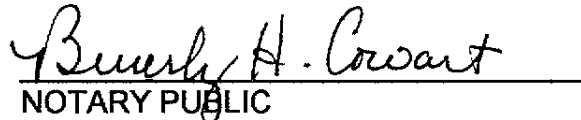
IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned have executed these Articles of Organization on this 14 day of September, 1999, at Tallahassee, Leon County, Florida.


JEFFERY A. DYKES

STATE OF FLORIDA
COUNTY OF Leon

BEFORE ME, the undersigned authority, personally appeared JEFFERY A. DYKES who executed the foregoing Articles of Organization, and who is personally known to me or produced as identification Fla. Drivers License D220-421-63-292-0.

9/14/99


NOTARY PUBLIC

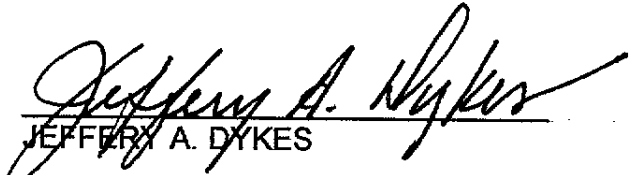


Beverly H. Cowart
MY COMMISSION # CC809768 EXPIRES
April 25, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF REGISTERED AGENT

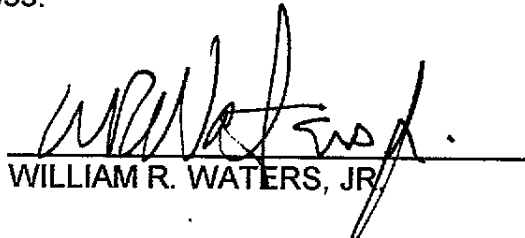
Gold Key Holdings, LLC, names WILLIAM R. WATERS, JR. as its Registered Agent in Florida to accept service of process within Florida. The address of the Registered Agent is 318 North Monore Street, Tallahassee, Florida 32301.

DATED this 14 day of September, 1999.


JEFFERY A. DYKES

Having been named as Registered Agent and to accept service of process for the above-named limited liability company at the address designated in this certificate, I do hereby accept the appointment as Registered Agent and agree to act in this capacity.

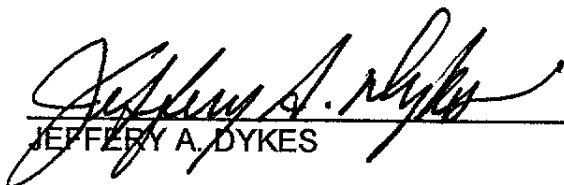
Dated this 14 day of September, 1999.


WILLIAM R. WATERS, JR.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GOLD KEY HOLDINGS, 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 Seventy-five Hundred and no/100 Dollars (\$7,500.00)
3. The total amount of cash or property anticipated to be contributed by members is Seventy-five Hundred and no/100 Dollars (\$7,500.00).


JEFFERY A. DYKES

STATE OF FLORIDA
COUNTY OF Leon

SWORN TO and subscribed before me by JEFFERY A. DYKES, this 14 day of September, 1999, who is personally known or who produced as identification Fla. Drivers License D220-421-63-292-D


NOTARY PUBLIC



Beverly H. Cowart
MY COMMISSION # CC809768 EXPIRES
April 25, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

REGULATIONS OF GOLD KEY HOLDINGS, LCC

In accordance with the Florida Limited Liability Company Act, the managers named in the Articles of Organization of Gold Key Holdings, LCC, adopt the following Regulations of Gold Key Holdings, LCC, a limited liability company referred to in these Regulations as "Company":

POWER TO SPECIFY REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations is entirely vested in the members of the Company, and managers may not alter, amend, or repeal any regulations.

MANAGEMENT RIGHTS

The right to exercise the powers of the Company and to manage the business and affairs of the Company is vested entirely in the manager as listed in the Articles of Organization. A person may not serve as a manager unless the person is a member of the Company and has been elected by the membership to be a manager in accordance herewith.

ELECTION OF MANAGERS

Until October 2, 2000, the date of the annual meeting, the number of the managers of the Company shall be one (1). The manager shall be designated by the members. The term shall be two (2) years. Managers may also be designated by the unanimous written consent of the members.

REMOVAL OF A MANAGER

At any meeting of members called expressly for the purpose, any manager may be removed for any reason with or without cause by resolution adopted by a majority of the members.

QUORUM OF MANAGERS

At all meetings of the manager, his/her presence is sufficient to constitute a quorum for the transaction of business.

REGULAR MEETINGS OF MANAGERS

Regular meetings of the manager shall be held at 23 Bradley Court, Crawfordville, Florida, or at such other address as may be designated by the manager. Regular meetings shall be held immediately following the annual meeting of the members and at other times as manager may determine. No notice of regular meetings of manager is required. The manager may meet telephonically for regular or special meetings.

SPECIAL MEETINGS OF MANAGERS

Special meetings of manager shall be held at 23 Bradley Court, Crawfordville, Florida, or at such other address as may be designated by the manager.

NOTICE OF PURPOSE OF MANAGER MEETINGS

Notice of any special meetings of the manager shall specify the purpose of the meeting.

COMPENSATION OF MANAGERS

Only the members can authorize compensation of manager.

EXECUTION OF DOCUMENT

The manager has the authority to execute documents and instruments for the acquisition, mortgage or disposal of property on behalf of the Company or to take such other actions as may be necessary for the proper operation of the Company and, upon such resolution, shall separately enter the resolution on the books of the Company for documentation of that authorization.

MEETINGS OF MEMBERS

All meetings of members shall take place at 23 Bradley Court, Crawfordville, Florida. The members are authorized to designate, from time to time, a place or places other than that specified above as the place for meetings of the members. Members shall have an annual meeting to be held on the 1st day of October (or the first regular business day thereafter). At the annual meeting, members shall elect manager, reports of the affairs of the company shall be considered, and any other business may be transacted that is within the powers of the members. Any member may call a special meeting by giving at least ten (10) days written notice to all other members. The notice must specify the date, time and place of the special meeting and the purpose for calling the meeting. Notice of the meeting shall be delivered personally to the members or sent to each member by U.S. Mail or facsimile machine at the member's address as shown on the records of the Company. For mailed notices, the notice must be deposited in the U.S. Mail at least twelve (12) days before the time the meeting is held. The membership may meet telephonically with notice of such meeting to be the same as required herein.

QUORUM

At all meetings of the members, a simple majority of members shall be necessary and sufficient to constitute a quorum for the transaction of business.

ACTION BY MEMBERS / VOTING RIGHTS

An act of the members of record is effective if a majority of members' votes adopt the act at a meeting at which a quorum of members is present. Each member shall have one (1) vote.

ACTION BY CONSENT WITHOUT MEETING

Any action permitted to be taken by the members may be taken without a meeting if a majority of the members individually or collectively consent by signing a writing approving of the action. Any action by written consent shall have the same force and effect as a vote of the members in person.

RECORD DATE

Only persons whose names are listed as members in the official records of the Company thirty (30) days before any meeting of the members shall be entitled to notice of or to vote at that meeting.

VOTE BY PROXY

Members may vote either in person or by proxy. Proxies must be executed in writing by the members. A telegram, telex, cablegram or similar transmission by the member, or a photographic, photostatic, facsimile or similar reproduction of a writing executed by a member is deemed an execution in writing for purposes of this regulation.

BASIS OF DISTRIBUTING COMPANY PROPERTY

The amount of cash and other assets shall be distributed to each member based on the current percentage interest of the member. As used in this regulation, the "current percentage interest" is the agreed value of contributions to the Company that have been made by the member divided by the total of all contributions made to the Company by all members, as specified in the records of the Company and as determined as of the date of the Company's most recent accounting.

INDEMNIFICATION OF MEMBERS AND MANAGERS

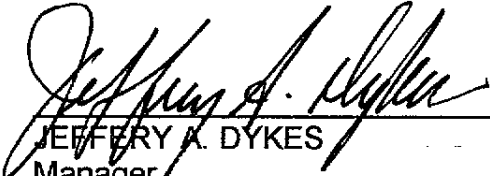
Each member and manager of the Company now or hereafter serving as such, shall be indemnified by the Company against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such member or manager, or by reason of any action alleged to have been taken, omitted or neglected by him or her as such director or officer; and the Company shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any member or manager of the Company may otherwise be entitled by law.

COMPANY RECORDS AND REPORTS

The managers shall present at each annual meeting, and when called for by a vote of the members at any special meeting, a full, true and clear report of the business of the Company for the period reported on, and its condition as of the date of the report. Each such report shall disclose the financial condition of the Company, any compensation paid to the managers, including salary, bonuses and other benefits, and the income and expenses of the Company for the period of the report. Such financial information may be given by means of balance sheets and statements of profit and loss, or revenue statements, prepared from and in accordance with the books of account of the Company. A copy of the annual report shall be mailed to each member of record as of twelve (12) days prior to the annual meeting in time to permit receipt of a copy of each member in the due course of the mails, prior to such meeting.

The undersigned manager has adopted these Regulations on this 14 day of
September, 1999.



JEFFERY A. DYKES
Manager
23 Bradley Court
Crawfordville, Florida