

**L99 00 000 6048**  
**MICHAEL WM MEAD**

*Attorney at Law*

September 20, 1999

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Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-09/21/99--01011--002  
\*\*\*285.00 \*\*\*285.00

RE: GULF ATLANTIC CONTRACTORS, LLC

Gentlemen:

Enclosed please find the original and one copy each of the following documents for filing regarding the above-referenced matter:

- 1) Articles of Incorporation
- 2) Registered Agent form
- 3) Copy of Affidavit of Membership and Contributions

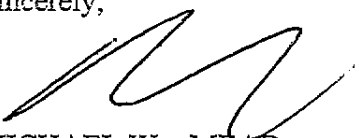
Please file and return a copy to this office.

Also enclosed please find my check in the sum of \$285.00 which represents the following:

Filing Fee	\$ 250.00
Registered Agent Designation	35.00

Thank you for your assistance in this matter.

Sincerely,

  
MICHAEL Wm MEAD  
MWM/mw

Enclosures: as stated

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99 SEP 21 AM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(letter to secretary of state filing LLC)

*8-21-99*

ARTICLES OF INCORPORATION

OF

GULF ATLANTIC CONTRACTORS, LLC

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

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ARTICLE I

Name

The name of the limited liability company shall be GULF ATLANTIC CONTRACTORS, LLC, and its principal place of business shall be 702 NW Anchors Street, in the City of Fort Walton Beach, County of Okaloosa, State of Florida 32548, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

Purposes and Powers

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 herein set forth 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, and 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 the 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 person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or 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 herein or otherwise granted or permitted by 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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SECRETARY OF STATE

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 herein set forth, 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 business or 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercising.

### ARTICLE III

#### Capital Contributions

Capital contributions shall be paid to the limited liability company by the members in proportion to their ownership. There are three (3) members whose interest in the limited liability company total One Hundred Percent (100%).

### ARTICLE IV

#### Profits and Losses

(A) Sharing of Profits. 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

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shall be entitled to an equal distributive share of the profits specified as follows:

<u>CONTRIBUTIONS</u>	<u>MEMBER</u>	<u>PERCENTAGE</u>
<u>CASH</u> <u>SERVICES</u>		
\$1.00    NONE	American Investments of Northwest Florida, Inc.	33-1/3%
\$1.00    NONE	Bolsa Café, Inc.	33-1/3%
\$1.00    NONE	David Szklarski	33-1/3%

The distributive share of the profits determined and paid to the members on the anniversary date of the commencement of business of the limited liability company or periodically as determined by the managing member AMERICAN INVESTMENTS OF NORTHWEST FLORIDA, INC.

(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.

(C) The maximum capital required by any of the members is limited to that sum of money set forth in Paragraph "A" above. No additional contribution of cash or services is required.

(D) The members agree at the present time that no addition contributions will be made by all members.

(E) There is no right to have additional members admitted.

(F) In the event of death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company the remaining members shall be allowed to continue the business of the limited liability company.

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FLORIDA  
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ARTICLE V

Limited Liability Company 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 subject, however, to the provisions of Article VIII. 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 VI

Duration

This limited liability company shall exist in perpetuity, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII

Principal Place of Business  
And Mailing Address

The principal office of this limited liability company shall be located at 702 NW Anchors Street, in the City of Fort Walton Beach, County of Okaloosa, State of Florida 32548, and the mailing address is 702 NW Anchors Street, Fort Walton Beach, Florida 32548.

ARTICLE VIII

Management

Management of this limited liability company is reserved unto the following member which shall have exclusive control over the conduct and affairs of this limited liability company:

AMERICAN INVESTMENTS OF NORTHWEST FLORIDA, INC.  
702 NW Anchors Street  
Fort Walton Beach, Florida 32548

ARTICLE IX

Initial Registered Office and  
Registered Agent

The address of the initial principal office of the limited liability company is 702 NW Anchors Street, City of Fort Walton Beach, County of Okaloosa, State of Florida 32548, and the name of its initial registered agent at such address is AMERICAN INVESTMENTS OF NORTHWEST FLORIDA, INC. 99000003711

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of GULF ATLANTIC CONTRACTORS, LLC.

EXECUTED BY THE UNDERSIGNED ON THE DATE INDICATED.

AMERICAN INVESTMENTS OF  
NORTHWEST FLORIDA, INC.

[Signature]  
By: BRIAN K. JAMES  
President

8/25/99  
Date signed

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BOLSA CAFE, INC.

[Signature]  
By: JOE GONZALEZ

9-15-99  
Date signed

[Signature]  
DAVID SZKLARSKI

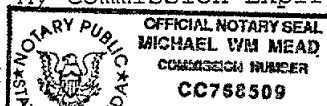
9-15-99  
Date signed

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of August, 1999, by Brian K. James as President of American Investments of Northwest Florida, Inc., on behalf of the corporation,

X who is personally known to me, or  
who has produced  
as identification.

[Signature]  
Notary Public  
My Commission Expires:

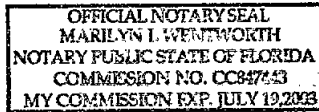


STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me  
this 15<sup>th</sup> day of September, 1999, by Joe Gonzalez,  
as President of Bolsa Café, Inc., on behalf of the  
corporation,

X who is personally known to me, or  
X who has produced Florida Driver's License  
as identification.

Marilyn L. Wentworth  
Notary Public  
My Commission Expires:

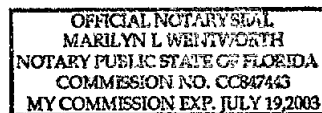


STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me  
this 15<sup>th</sup> day of September, 1999, by David  
Szklański,

X who is personally known to me, or  
X who has produced Florida Driver's License  
as identification.

Marilyn L. Wentworth  
Notary Public  
My Commission Expires:



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99 SEP 21 AM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MICHAEL WM MEAD  
ATTORNEY AT LAW  
24 WALTER MARTIN ROAD  
P. O. DRAWER 1329  
FORT WALTON BEACH,  
FLORIDA 32549-1329

(GULF ATLANTIC CONTRACTORS, LLC ART. OF INCORPORATION/6745/mw)



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF OKALOOSA

In compliance with Florida Statute 608.407(2), the undersigned member of GULF ATLANTIC CONTRACTORS, LLC deposes and says:

1. The limited liability company identified above has at least three (3) members.

2. The total amount of cash contributed by the members is \$3.00.

3. The agreed value of property other than cash contributed by the members is none.

4. The total amount of cash or property anticipated to be contributed by the members is \$3.00. This total includes the amounts from Paragraphs 2 and 3 above.

AMERICAN INVESTMENTS OF NORTHWEST FLORIDA, INC.

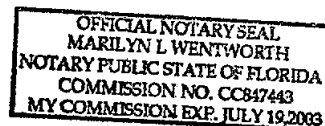
By: Brian K. James, its President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of August, 1999, by Brian K. James, as President of American Investments of Northwest Florida, Inc. on behalf of the corporation,

X who is personally known to me, or  
who produced \_\_\_\_\_ as identification.

Marilyn L. Wentworth  
Notary Public  
My Commission Expires:



MICHAEL WM MEAD  
ATTORNEY AT LAW  
24 WALTER MARTIN ROAD  
P. O. DRAWER 1329  
FORT WALTON BEACH,  
FLORIDA 32549-1329

(GULF ATLANTIC CONTRACTORS, LLC AFF OF MEMBERSHIP\6745\mw)

STATE OF FLORIDA  
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

FIRST: GULF ATLANTIC CONTRACTORS, LLC, desiring to organize under  
the laws of the State of Florida, with its principal  
office, as indicated in the Articles of Incorporation at 702  
NW Anchors Street, Fort Walton Beach, Florida 32548, has  
named AMERICAN INVESTMENTS OF NORTHWEST FLORIDA, INC.,  
located at 702 NW Anchors Street, Fort Walton Beach,  
Okaloosa County, Florida 32548, as its agent to accept  
service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above-stated corporation, at place designated in  
this certificate, I hereby accept to act in this  
capacity, and agree to comply with the provisions of said  
Act relative to keeping open said office.

AMERICAN INVESTMENTS OF NORTHWEST  
FLORIDA, INC.

  
By: BRIAN K. JAMES, its President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(GULF ATLANTIC CONTRACTORS, LLC RA #6745\mw)