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TAYLOR & VAN MATRE, P.A.

ATTORNEYS AT LAW

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PENSACOLA, FLORIDA 32503

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THOMAS G. VAN MATRE, JR.

POST OFFICE BOX 9396
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(850) 474-1030
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December 17, 1999

Corporate Records Bureau
Division of Corporations
Department Of State
Post Office Box 6327
Tallahassee, FL 32301

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-12/20/99-01079-011
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W99-29118

RE: Delta Crane, L.L.C.
Our File: CTB-711

Dear Ladies:

Enclosed are the original and one duplicate copy of the Articles of Organization with an attached Affidavit of Membership and Contributions and an attached Statement Designating Registered Agent and Office for the referenced **limited liability company**. Please file the original in your office and return the duplicate copy to the undersigned, duly certified.

I have also enclosed our check in the amount of \$155.00 to cover the filing fee, designation of registered agent fee, and certified copy fee for the limited liability company.

Thank you for your assistance in this matter, and if you should have any questions, notify me accordingly.

Yours truly,



ELIZABETH F. MILLER, CLA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 22, 1999

TAYLOR & VAN MATRE, P.A.
4300 BAYOU BLVD
STE 16
PENSACOLA, FL 32503

SUBJECT: DELTA CRANE, L.L.C.
Ref. Number: W99000029118

We have received your document for DELTA CRANE, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 799A00059821

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December 23, 1999

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Post Office Box 6327
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RE: Delta Crane, L.L.C.
Our File: CTB-711

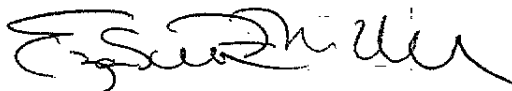
Dear Ladies:

Pursuant to the request in your letter dated December 22, 1999, (copy enclosed), I complied with your request to remove the "Affidavit of Membership and Capital Contributions," and I have enclosed the original and one duplicate copy of the Articles of Organization with an attached Statement Designating Registered Agent and Office for the referenced **limited liability company**. Please file the original in your office and return the duplicate copy to the undersigned, duly certified.

Our law firm's check in the amount of \$155.00 to cover the filing fee, designation of registered agent fee, and certified copy fee for the limited liability company was sent to you under my cover letter dated December 17, 1999.

Thank you for your assistance in this matter, and if you should have any questions, notify me accordingly.

Yours truly,



ELIZABETH F. MILLER, CLA
Certified Legal Assistant

Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
DELTA CRANE, L.L.C.**

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be DELTA CRANE, L.L.C., and the mailing address and street address of the principal office shall be 8807 Ely Road, Edison Field, Pensacola, Florida 32514, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited company is authorized to transact, 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 law of the State of Florida, and to do any and all things set forth in these Articles 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

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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 these 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, 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 in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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 set forth in these Articles, 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.

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 contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF 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. 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 IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

NAMES
Rick Sprague

ADDRESSES
8807 Ely Road
Ellison Field
Pensacola, Florida 32514

Richard Weaver

8807 Ely Road
Ellison Field
Pensacola, Florida 32514

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of all remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the two initial members as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTIONS</u>
Rick Sprague	\$ 500.00
Richard Weaver	\$ 500.00

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TALLAHASSEE, FLORIDA

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make additional required contributions in accordance with their ownership interest which at present is as follows:

<u>NAME</u>	<u>OWNERSHIP INTEREST</u>
Rick Sprague	50%
Richard Weaver	50%

ARTICLE VII PROFITS AND LOSSES

(a) *Profit Sharing.* 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 shall be entitled to the distributive share of the profits specified as follows:

Rick Sprague	50%
Richard Weaver	50%

The distributive share of the profits shall be determined and paid to the members unanimously agreed to by all members.

(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, or, if these sources are insufficient to cover such losses, by the members in the following percentages of such losses:

Rick Sprague	50%
Richard Weaver	50%

**ARTICLE VIII
DURATION**

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

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 8807 Ely Road, Ellison Field, Pensacola, Florida 32514, City of Pensacola, County of Escambia, State of Florida, and the name of the company's initial registered agent at that address is RICHARD WEAVER.

The undersigned, one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of DELTA CRANE, L.L.C.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of DELTA CRANE, L.L.C.

Executed by the undersigned at Pensacola, Escambia County, Florida, on the 17 day of December, 1999.

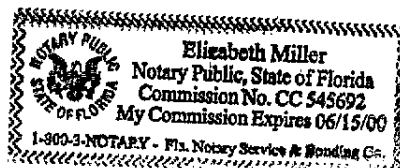

RICK SPRAGUE

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 17 day of December, 1999, by RICK SPRAGUE, member, on behalf of DELTA CRANE, L.L.C., who is personally known to me or who has produced personally known as identification.


NOTARY PUBLIC

-6-



STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
) ss
COUNTY OF ESCAMBIA)

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is DELTA CRANE, L.L.C.

The name of the registered agent for DELTA CRANE, L.L.C., is RICHARD WEAVER and the street address of the company's principal office where the agent is located is 8807 Ely Road, Ellison Field, Pensacola, Florida 32514.

This statement is to acknowledge that, as indicated above, RICK SPRAGUE has appointed RICHARD WEAVER as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

DATED this 17TH day of December, 1999.


RICHARD WEAVER, Registered
Agent

The foregoing instrument was acknowledged before me this 17th day of December, 1999, by RICHARD WEAVER, agent on behalf of DELTA CRANE, L.L.C. He has produced personally known as identification.


NOTARY PUBLIC

