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Division of Corporations

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

KCOF, LLC

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
KCOF, LLC**

The undersigned, acting as the authorized representative of an organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

ARTICLE I

Name

The name of the Company is KCOF, LLC.

ARTICLE II

Initial Principal Office Mailing and Street Address

The Company's initial principal office street address is 450 S. Orange Avenue, Suite 500, Orlando, Florida 32801.

The Company's initial principal office mailing address is P O Box 1171, Orlando, Florida 32802.

ARTICLE III

Initial Registered Agent and Office

The street address of its initial registered office of the Company is Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, Tampa, Florida 33607-5736, and the name of its initial registered agent at that address is CFRA, LLC, a Florida limited liability company.

ARTICLE IV

Authorized Representative

The name and address of the authorized representative of the organizing member of the Company are:

<u>Name</u>	<u>Address</u>
Cristin A. Conley	Corporate Center Three at International Plaza 4221 W. Boy Scout Boulevard Tampa, Florida 33607-5736

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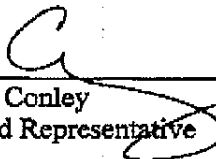
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ARTICLE IV
Organizing Member

The name and address of the sole member of the Company are:

<u>Name</u>	<u>Address</u>
The Kiwanis Club of Orlando Foundation, Inc, a tax-exempt 501(c)(3) not for profit corporation incorporated in the State of Florida	450 S. Orange Avenue Suite 500 Orlando, Florida 32801

Dated this 18th day of November 2004.


Cristin A. Conley
Authorized Representative

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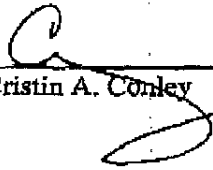
ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of its position as registered agent.

Dated this 18th day of November 2004,

REGISTERED AGENT:

CFRA, LLC,
a Florida limited liability company


By: Cristin A. Conley

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