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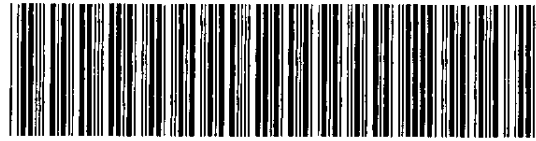
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SECRETARY OF STATE
DIVISION OF

SBM
11/29

JOHN T. PRAHL

Attorney at Law

Telephone: (305)234-3680
Facsimile: (305)234-3605
E-Mail: PRAHL_LAW@bellsouth.net

12376 S.W. 82 Ave.
Pinecrest, FL 33156

November 26, 2007

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: McKey Associates, LLC

Ladies and Gentlemen:

Enclosed please find Articles of Organization for McKey Associates, LLC, and a check in the amount of \$160.00 to cover filing fees and a Certificate of Good Standing. Please file and return a certified copy of same along with the Certificate of Good Standing.

Sincerely yours,



John T. Prahl

JTP/hp

Enclosure

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**ARTICLES OF ORGANIZATION
FOR
McKey Associates, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE REGISTRATION
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**ARTICLE I
NAME**

The name of this limited liability company shall be McKey Associates, LLC.

**ARTICLE II
DURATION**

The limited liability company shall have perpetual existence.

**ARTICLE III
PURPOSE AND POWERS**

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights, which a limited liability company may exercise under Florida law, or the laws of the United States of America.

**ARTICLE IV
PRINCIPAL OFFICE**

The mailing address and the street address of this limited liability company shall be:

2492 Lincoln Avenue
Coconut Grove, FL 33133

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent for this limited liability company and the street address of the initial registered agent are:

John T. Prah
12376 SW 82 Avenue
Pinecrest, FL 33156

**ARTICLE VI
ADDITIONAL MEMBERS**

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII **MANAGER**

This limited liability company shall be managed by a Manager. The name and address of the initial Manager is as follows:

Martha McKey
2492 Lincoln Avenue
Coconut Grove, FL 33133

The initial Manager shall serve until the first annual meeting of members, or until his successor is elected and qualified, or until his death or resignation.

ARTICLE VIII **OPERATING AGREEMENT**

The Operating Agreement of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

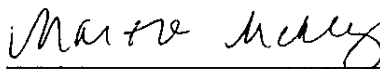
ARTICLE IX **MEMBERS' RIGHT TO CONTINUE BUSINESS**

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least one member remains.

ARTICLE X **AMENDMENT**

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 26th day of November, 2007.



Martha McKey, Manager

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

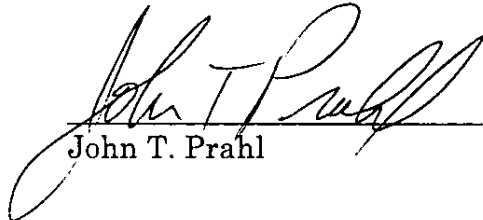
The name of the limited liability company is McKey Associates, LLC.

The name and address of the registered agent and office is:

John T. Prah
12376 SW 82 Avenue
Pinecrest, FL 33156

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, I hereby accept the 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: 11/26/07



John T. Prah