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SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

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Lalaine A. Landau
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January 14, 2000

VIA FEDERAL EXPRESS

Ms. Diane Cushing
Corporate Specialist
Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

Re: **Kimberly L. Barbar LLC**
Ref: **W99000000943**

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Dear Diane:

Pursuant to my telephone conversation with you on January 7, 2000, enclosed are two (2) sets of the revised Articles of Organization of KIMBERLY L. BARBAR LLC (the "New Articles") for filing with the Florida Department of State. Also enclosed is a check for \$155.00 to cover the cost of filing this document and obtaining a certified copy.

Please file these New Articles effective as of the original filing date.

As you will see, the original Articles of Organization (the "Old Articles") were filed electronically last year by a corporate paralegal who has since left our firm. Upon our conversation with you and per your letter of December 14, 1999, we learned that the Old Articles were rejected for filing by the Secretary of State.

With your permission last week, instead of making the corrections to the Old Articles as suggested on your letter of December 14, 1999, we are submitting herewith the New Articles in order to comply with the new LLC laws which became effective October 1, 1999.

Please have this filed as soon as possible, effective as of the original filing date, and return the certified copy to my attention.

Acknowledgement DCC

W. P. Verifier DCC

AMSTERDAM

FORT LAUDERDALE

LONDON

MIAMI

ORLANDO

TALLAHASSEE

WEST PALM BEACH

C. TAX
FILING 125.00
F. SENT FEE
C. 30.00
T. 1
N. BANK
TALLAHASSEE
MA. USE DUE
REFUND

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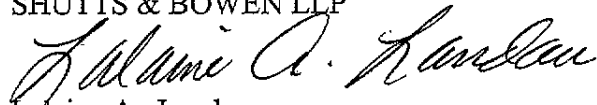
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We are eternally grateful for your assistance in this matter. If you have any questions, please do not hesitate to call.

Very truly yours,

SHUTTS & BOWEN LLP

A handwritten signature in cursive script, reading "Lalaine A. Landau".

Lalaine A. Landau
Legal Assistant

Enclosures
cc: Kimberly L. Barbar

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SHUTTS & BOWEN

TEL: 9545245506

P. 006

850) 487-6013

12/14/99 12:05 FL Dept of State

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 14, 1999

KIMBERLY L. BARBAR, ESQ.
SHUTTS & BOWEN LLP
200 E BROWARD BLVD., #2000
FT LAUDERDALE, FL 33301

SUBJECT: KIMBERLY L. BARBAR LLC
REF: W99000000943

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000000954
Letter Number: 199A00001743

KIMBERLY L. BARBAR LLC

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I

Name

The name of the Limited Liability Company is KIMBERLY L. BARBAR LLC.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is:

200 East Broward Boulevard, Suite 2000
Fort Lauderdale, Florida 33301

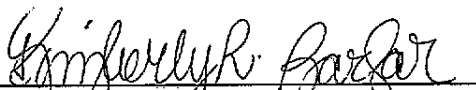
ARTICLE III

Registered Agent, Registered Office, and Registered Agent's Signature

The name and the Florida street address of the registered agent are:

KIMBERLY L. BARBAR
200 East Broward Boulevard, Suite 2000
Fort Lauderdale, Florida 33301

Having been named as registered agent and to accept service of process for the above stated 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 as provided for in Chapter 608, Florida Statutes.



Kimberly L. Barbar
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE IV
Management**

(Check box if applicable)

☒ The limited liability company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date: December 14, 1999

Kimberly L. Barbar
Signature of a member or authorized representative
of a member of the Limited Liability Company

(In accordance with section 608.408(3), F.S., the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

KIMBERLY L. BARBAR

*Typed or Printed Name of a member or authorized
representative of a member of the Limited Liability
Company*