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## To:

Division of Corporations  
Fax Number : (850) 922-4003

## From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

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## LIMITED LIABILITY COMPANY

KMIP Distribution LLC

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
KMIP Distribution LLC

### Article II. Address

The Company's street and mailing address is:  
KMIP Distribution LLC  
200 South Biscayne Boulevard, 20th Floor  
Miami FL 33131-2310

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Key Corporate Services, Inc.  
200 South Biscayne Boulevard, 20th Floor  
Miami FL 33131-2310

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### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Jan Carson Cheezem | FL Bar Member 335193  
Keith Mack LLP  
200 South Biscayne Boulevard, 20th Floor  
Miami FL 33131-2310  
305-358-7605

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Article V. Management

This will be a manager-managed company. The name of each manager is:

Robert A. Cohen

Article VI. Company Existence

The Company's existence shall begin effective as of February 23, 2000.

The undersigned authorized representative of a member executed these Articles of Organization on February 24, 2000.

*R.A. Reyes*

JAN CARSON CHEEZEM

by R.A. Reyes as attorney-in-fact

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## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:  
KMIP Distribution LLC

REGISTERED AGENT/OFFICE:  
Key Corporate Services, Inc.  
200 South Biscayne Boulevard, 20th Floor  
Miami FL 33131-2310

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



KEY CORPORATE SERVICES, INC.  
by R.A. Reyes as attorney-in-fact

Date: February 24, 2000

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