

**L0000006015**

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JOHN R. ALLISON, III  
JAMES S. ROBERTSON, III\*  
GLENN W. SHELDON

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(305) 347-4001  
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May 17, 2000

\* ALSO ADMITTED IN NY  
Via FedEx Airbill #

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

4000003258114--8  
-05/18/00--01120--016  
\*\*\*212.50 \*\*\*155.00

Re: Articles of Organization for  
**KWGC Investment Co., a limited liability company**

Dear Sir/Madam:

I am enclosing two executed originals of the Articles of Organization for **KWGC Investment Co., a limited liability company**, and this firm's check in the amount of \$212.50 to cover the following charges:

Filing Fee	\$125.00
Certified Copy	52.50
Registered Agent Designation	35.00
<b>TOTAL</b>	<b>\$212.50</b>

FILED  
00 MAY 18 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please cause the Articles to be filed and return to me one certified copy in the self-addressed return envelope provided herewith. Please note that the effective date for this limited liability company is May 17, 2000.

Thank you for your prompt attention to this matter.

Sincerely,

JOHN R. ALLISON, III

Enclosures as indicated

**L00-6015**

Name	OK 525
Availability	
Do	OK
Exp	OK
Up	OK
U	OK
V	OK
A	OK
V	OK

**Articles of Organization For  
KWGC Investment Co., L.L.C.**

The undersigned certifies that the member named herein, through the undersigned authorized representative, has created this entity 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. The undersigned further declares 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 **KWGC Investment Co., L.L.C.**, and its principal office shall be located at 60 Golf Club Drive in the City of Key West, County of Monroe, State of Florida, but it shall have the power and authority to establish branch offices at any other places or places as the member 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 liability 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 laws 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 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

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TALLAHASSEE, FLORIDA

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 majority vote of the members of the limited liability company.

### ARTICLE IV MANAGEMENT

This limited liability company shall be managed by a manager. The name and address of the person who shall serve until a successor is elected and qualified is:

Pritam Singh  
60 Golf Club Drive  
Key West, FL, 33040

### ARTICLE V MEMBERSHIP RESTRICTIONS

The initial member 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 the remaining members.

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TALLAHASSEE, FLORIDA

**ARTICLE VI  
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1000.00 cash shall be paid to the limited liability company by the initial member. Additional contributions will be made as required for investment purposes, as determined by majority consent of the members. Members will make contributions in equal shares.

**ARTICLE VII  
PROFITS AND LOSSES**

(a) Profit Sharing. 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 a pro rata distributive share of the profits.

(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 based upon each member's pro rata distributive share.

**ARTICLE VIII  
EFFECTIVE DATE AND DURATION OF ENTITY**

These Articles of Organization are effective as of the date of *May 17, 2000* execution. This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

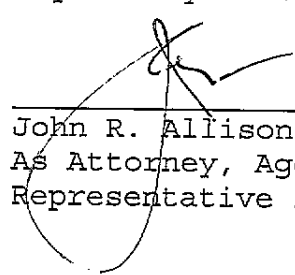
**ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 100 SE 2<sup>nd</sup> Street, Suite 3350, City of Miami, County of Miami-Dade, State of Florida, and the name of the company's initial registered agent at that address is R. Allison, III.

The undersigned, being the authorized representative of the initial member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of KWGC Investment Co., L.L.C.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Executed by the undersigned at 100 SE 2<sup>nd</sup> Street, Suite 3350,  
City of Miami, County of Miami-Dade, State of Florida this 17<sup>th</sup>  
day of May 2000.



\_\_\_\_\_  
John R. Allison, III  
As Attorney, Agent and Authorized  
Representative for Ann E. Johnston

FILED  
00 MAY 18 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE FOR  
KWGC INVESTMENT CO., L.L.C.**

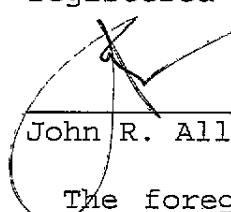
State of Florida       )  
                                  )ss  
County of Miami-Dade)

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) 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:

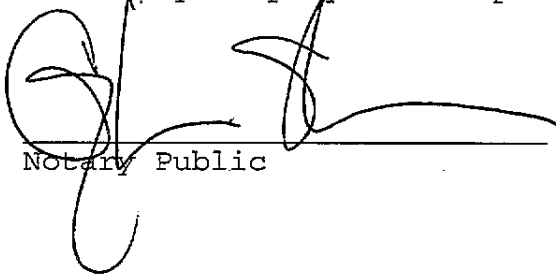
The name of the limited liability company is **KWGC Investment Co., L.L.C.**

The name of the registered agent for **KWGC Investment Co., L.L.C.**, is John R. Allison, III and the street address of the company's principal office where the agent is located is 100 SE 2<sup>nd</sup> Street, Suite 3350, City of Miami, County of Miami-Dade, State of Florida.

This statement is to acknowledge that, as indicated above, **KWGC Investment Co., L.L.C.** has appointed me, John R. Allison, III, 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.

  
\_\_\_\_\_  
John R. Allison, III

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of May 2000 by John R. Allison, III, on behalf of and as agent for **KWGC Investment Co., L.L.C.**, a limited liability company. He is personally known to me.

  
\_\_\_\_\_  
Notary Public

