

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Kerney Holdings, LLC

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****125.00 ****125.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ☒ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ☒ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

RECEIVED
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DIVISION OF CORPORATION

00 SEP 18 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
FILED

Signature

Requested by:

SK 9/18/00 9:10
Name Date Time

Walk-In _____ Will Pick Up _____

VB
9-18-00

ARTICLES OF ORGANIZATION

OF

KERNEY HOLDINGS, LLC

ARTICLE I

NAME

The name of this limited liability company (the "Company") shall be **KERNEY HOLDINGS, LLC** and its mailing address and principal place of business is 320 SE 16th Ave., Ft. Lauderdale, Florida 33301.

ARTICLE II

COMMENCEMENT OF EXISTENCE

This Company shall commence existence on the date these Articles are filed with the Florida Department of State and shall have perpetual existence unless sooner dissolved in accordance with the Regulations of the Company or according to law.

ARTICLE III

GENERAL PURPOSE; GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 320 SE 16th Ave., Ft. Lauderdale, Florida 33301 and the initial registered agent of this Company at that address shall be Patrick J. Kerney. The Company may change its registered agent or the location of its registered

office, or both, from time to time without amendment of these articles of organization.

ARTICLE V

MANAGEMENT

The Company will be managed by the Managers as set forth in the Regulations adopted by the Company. The name and street address of the initial Manager is Patrick J. Kerney, 320 SE 16th Ave., Ft. Lauderdale, Florida 33301, who shall serve until either removed by the Members or resignation as provided in the Regulations. The Managers have sole authority to manage the Company and are authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business. Except as authorized by the Managers, no Member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

ARTICLE VI

REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the Managers.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as determined by the Managers. No current Member has any preemptive rights.

ARTICLE VIII

DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION, DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the Managers may continue the business of the Company without a vote of the Members so long as there is at least one remaining Member of the Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

AMENDMENT

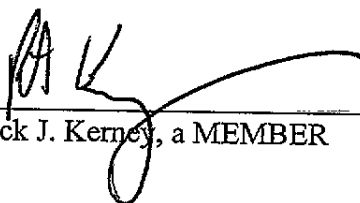
The right to amend or repeal any provisions contained in these articles of organization, or any amendment hereto, is conferred upon the Managers.

ARTICLE X

HEADINGS AND CAPTIONS

The headings or captions of these various articles of organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, this 30 day of August, 2000.



Patrick J. Kerney, a MEMBER

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 608.415, Florida Statutes, the following is submitted:

KERNEY HOLDINGS, LLC (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated Patrick J. Kerney as its Registered Agent to accept service of process within the State of Florida with its registered office located at 320 SE 16th Ave., Ft. Lauderdale, Florida 33301.

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the 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 obligation of my position as Registered Agent as provided for in Chapter 608 of the Florida Statutes.

Dated this 30 day of August, 2000.



Patrick J. Kerney, Registered Agent

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA