

L010000000356

MICHAEL D. TIDWELL

ATTORNEY AT LAW
811 N. Spring Street
Pensacola, FL 32501

Telephone 850-434-3223

Facsimile 850-434-3822

MJH

January 3, 2001

Secretary of State
Attn: Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: KSJ Company, L.L.C.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Organization and Acceptance of Registered AGent for KSJ COMPANY, L.L.C. along with my firm check in the amount of \$155.00. Please stamp the copy "Filed" and return to my office in the self-addressed stamped envelope I have enclosed.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Michael D. Tidwell
ek

Michael D. Tidwell

MDT/ek
Enclosures

400003523144--4
-01/04/01--01055--009
*****155.00 *****155.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -4 PM 4: 57

**ARTICLES OF ORGANIZATION
OF
KSJ COMPANY, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be KSJ COMPANY, L.L.C..

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 2808 P.G.A. Blvd., Navarre, Florida 32566.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida are Mehdi Karbassi, 2808 P.G.A. Blvd., Navarre, Florida 32566.

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -4 PM 4:57

ARTICLE VII – ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all 100% of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII – MEMBER'S RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority/unanimous vote of all the remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

NAME

ADDRESS

Mehdi Karbassi

2808 P.G.A. Blvd., Navarre, FL 32566

AM & V, LLC

8671 Wilshire Blvd., #509, Beverly Hills, CA 90211

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Pensacola, Florida, on ~~January~~ ^{December} 3, 2000.



MEHDI KARBASSI

AM & V, LLC

BY: 

Its: _____

**ACCEPTANCE OF REGISTERED AGENT
FOR
KSJ COMPANY, L.L.C.**

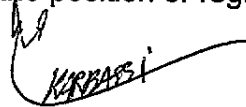
Under the provisions of F.S. 608.414 or 608.507, KSJ COMPANY, LLC, submits the following statement to designate a registered office and registered agent in the State of Florida:

The name of the limited liability company is KSJ COMPANY, LLC.
The name and street address of the registered agent in Florida are:

Mehdi Karbassi
2808 P.G.A. Blvd.
Navarre, Florida 32566

The undersigned, being the person named in the Articles of Organization of KSJ COMPANY, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-state company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position or registered agent.

DATED: 1-3-01



MEDHI KARBASSI, REGISTERED AGENT