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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

LUKAT CAPITAL MANAGEMENT FUND, L.L.C.

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H01000021048 3

**ARTICLES OF ORGANIZATION
OF
LUKAT CAPITAL MANAGEMENT FUND, L.L.C.**

The undersigned, as the Manager of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I
Name**

The name of this Company shall be: LUKAT CAPITAL MANAGEMENT FUND, L.L.C.

**ARTICLE II
Commencement Date and Duration**

This Company shall commence on the date of subscription and acknowledgment in accordance with the provisions of Section 608.409(3)(a) of the Act, and shall continue from the commencement date, or until dissolved by its members or manager in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

1. Expiration of the term specified above;
2. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
3. Unanimous written consent of all of the members.

**ARTICLE III
Place of Business**

The principal place of business of this Company shall be 11700 Twin Creeks Drive, Fort Pierce, Florida 34945, and such other place or places as may be designated by the Manager from time to time. The mailing address of this Company shall be 11700 Twin Creeks Drive, Fort Pierce, Florida 34945.

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This instrument was prepared by:
A.R. Neal, Esquire
Johnson, Blakely, Pope, Foker,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Florida Bar No. 0369152

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ARTICLE IV
Registered Agent and Office

The initial registered agent for this Company shall be Thomas Hans Lukat, and the address of the registered agent for service of process shall be 11700 Twin Creeks Drive, Fort Pierce, Florida 34945.

ARTICLE V
Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Operating Agreement.

ARTICLE VI
Continuation of Business

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event, which terminates the continued membership of a member in this Company.

ARTICLE VII
Management of Business

The Company shall be Manager-managed. The following shall each serve as Manager until its successors are elected and qualified:

Manager

Thomas Hans Lukat

Address

11700 Twin Creeks Drive
Fort Pierce, Florida 34945

IN WITNESS WHEREOF, the undersigned authorized representative of LUKAT CAPITAL MANAGEMENT FUND, L.L.C. has executed these Articles of Organization this 19 day of February, 2001.


Thomas Hans Lukat


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CERTIFICATE OF DESIGNATION
AND ACCEPTANCE REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 11700 Twin Creeks Drive, Fort Pierce, Florida 34945, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.



Thomas Hans Lukat

Dated: February 19, 2001.

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