



LO100 0011358

ACCOUNT NO. : 072100000032

REFERENCE : 218846 10463A

AUTHORIZATION : *Patricia Pajuts*

COST LIMIT : \$ 155.00

ORDER DATE : July 12, 2001

ORDER TIME : 10:12 AM

ORDER NO. : 218846-005

CUSTOMER NO: 10463A

100004471011--8

CUSTOMER: Ms. Larissa K. Lincoln
Cohen Norris Scherer
Weinberger & Wolmer
Suite 400
712 U.S. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC FILING

NAME: K & G HOLDINGS, LLC.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carla E. Lohi - EXT. 1132

EXAMINER'S INITIALS:

APPROVED
AND
FILED

01 JUL 12 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 JUL 12 AM 10:40
DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION OF
K & G HOLDINGS, LLC**

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE I

The name of this limited liability company is K & G HOLDINGS, LLC.

ARTICLE II

This limited liability company shall have perpetual existence from the **DATE OF SIGNING** of these Articles of Organization with the Department of State, unless sooner terminated as provided in the Operating Agreement executed or to be executed by the members..

ARTICLE III

The mailing address and street address of the principal place of business of this limited liability company is 200 Esplanade Way, Palm Beach, FL 33480. This limited liability company may, at its discretion, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company is FRED C. COHEN, 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408.

ARTICLE V

The management of this limited liability company shall be vested in a member or members (i.e. management committee as described in the Operating Agreement) and is, therefore, a member-managed company.

ARTICLE VI

Additional members may be admitted to this limited liability company upon such terms and conditions as shall be established by the members as described in the Operating Agreement.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 11th day of July, 2001.


FRED C. COHEN,
Authorized Representative of a Member

01 JUL 12 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVE
AND
FILED

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 11th day of July, 2001, by FRED C. COHEN, who is personally known to me or who has produced Florida State Driver's License Number _____ as identification and who did () or did not (X) take an oath.

Executed this 11th day of July, 2001.

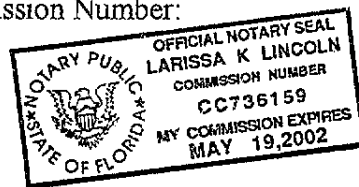


Signature of Notary

Printed Name: LARISSA K. LINCOLN

My Commission Expires:

My Commission Number:



APPROVED
AND
FILED
01 JUL 12 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

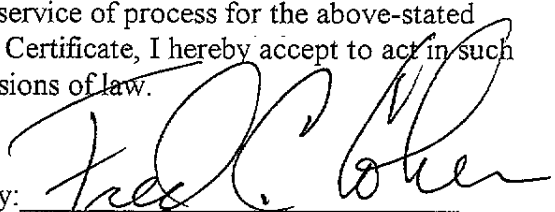
**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

That K & G HOLDINGS, LLC, a Florida Limited liability company, with its registered office at 200 Esplanade Way, Palm Beach, Florida 33480, has named FRED C. COHEN, at 712 U.S. Highway One, Ste 400, North Palm Beach, FL 33408 as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

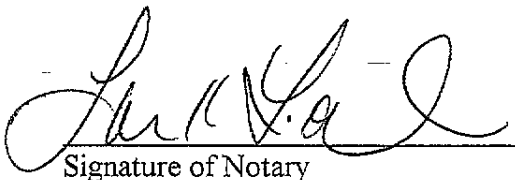
Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in such capacity and agree to comply with the applicable provisions of law.

By: 
FRED C. COHEN,
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 11th day of July, 2001, FRED C. COHEN, who is personally known to me or who has produced Florida State Driver License Number _____ as identification and who did () or did not take an oath.

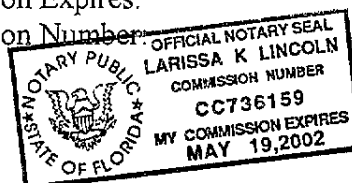
Executed this 11th day of July, 2001.


Signature of Notary

Printed Name: LARISSA K. LINCOLN

My Commission Expires:

My Commission Number:



APPROVED
AND
FILED

01 JUL 12 AM 11:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA