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SMITH MACKINNON, PA

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POST OFFICE BOX 2554 (32802-2554 ZIP)  
ORLANDO, FLORIDA 32801  
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August 21, 2001

State of Florida  
Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-08/22/01--01059--004  
\*\*\*\*125.00 \*\*\*\*125.00

RE: KMD DEVELOPMENT, LC, a Florida Limited Liability Company

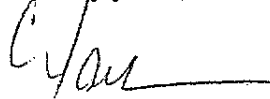
Ladies and Gentlemen:

Please find enclosed one original, executed set of Articles of Organization, including the designation of registered agent office, for the above-referenced limited liability company applicant.

Please file the set and return filing acknowledgement to this office. A check in the amount of \$125.00 is enclosed for the filing fee.

Thank you.

Very truly yours,

  
C. Yanki Sokmensuer

CYS/pbo  
via Federal Express  
enclosures

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION  
OF**

**KMD DEVELOPMENT, LC,  
a Florida Limited Liability Company**

**ARTICLE I  
NAME**

The name of this Limited Liability Company (this "Company") shall be **KMD DEVELOPMENT, LC**, and its principal place of business shall be c/o SMITH MACKINNON PA, Attn: C. Yanki Sokmensuer, Esq. The mailing address shall be 255 S. Orange Avenue, Suite 800 - Citrus Center, Orlando, FL 32801.

**ARTICLE II  
COMMENCE OF CORPORATE EXISTENCE**

This Company shall exist for a period of thirty (30) years, commencing upon the date of filing of these Articles of Organization with the State of Florida, Secretary of State, unless sooner dissolved 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  
CONTRIBUTIONS TO CAPITAL**

The initial capital of the Company shall be One Hundred and no/100 Dollars (\$100.00), which shall be contributed by the members (the "Members") in accordance with their ownership interests in the Company, which are as follows:

<u>Member</u>	<u>Ownership Interest</u>
Kemal Atli	50%
Mujdat Guler	25%
Roland Davis	25%

No Member shall be entitled to receive interest on his or her contribution to capital. Each Member's contribution to capital shall be in cash or property as agreed upon by the Members. Additional contributions to capital by the Members may be required pursuant to acts of the Board of Managers.

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TALLAHASSEE, FLORIDA

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Company shall be located c/o SMITH MACKINNON PA, 255 S. Orange Avenue, Suite 800 – Citrus Center, Orlando, FL 32801, Attn: C. Yanki Sokmensuer, Esq., and the registered agent of this Company, at that address, shall be C. Yanki Sokmensuer, Esq. 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 VI**  
**MANAGEMENT/INITIAL BOARD OF MANAGERS**

The management of conduct of the business affairs of the Company shall be vested in a Board of Managers as provided in the Operating Agreement of the Company. This Company shall have one (1) Manager initially. The number of Managers may be either increased or decreased, from time to time, by the Operating Agreement of the Company. The name and street address of the initial Manager of this Company, who shall serve as Manager until the first annual meeting of the Members, or until his successor is elected and shall qualify, is:

Mujdat Guler

**ARTICLE VII**  
**REGULATIONS**

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

**ARTICLE VIII**  
**ADMISSION OF NEW MEMBERS**

Additional Members may be admitted, from time to time, on such terms and conditions as determined by a majority of the Members.

**ARTICLE IX**  
**DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY,  
EXPULSION, OR 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 remaining Members shall continue the business of the Company pursuant to the applicable provisions of law, these Articles of Organization and the Operating Agreement.

**ARTICLE X**  
**AMENDMENT**

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendments thereto, and any right conferred upon the Members is subject to this reservation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE XI**  
**HEADINGS AND CAPTIONS**

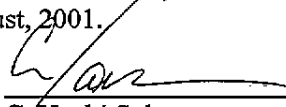
The headings or captions of the various Articles of Organization are inserted for convenience, and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

**ARTICLE XII**  
**MANAGER-MANAGED**

**KMD DEVELOPMENT, LC** is a manager-managed company; the name and address of the managing member is:

Mudjat Guler  
c/o C. Yanki Sokmensuer, Esquire  
SMITH MACKINNON PA  
Suite 800 – Citrus Center  
255 S. Orange Avenue  
Orlando, FL 32801

**IN WITNESS WHEREOF**, the undersigned makes and files these Articles of Organization, declaring and certifying that the facts stated herein are true and correct, and hereby subscribes thereto and hereunto sets his/her hand and seal this 21st day of August, 2001.

  
\_\_\_\_\_  
C. Yanki Sokmensuer,  
Authorized Representative of  
Mudjat Guler, Roland Davis and  
Kemal Atli

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of August, 2001, by C. Yanki Sokmensuer, who is personally known to me or who produced the following identification:

n/a

Patricia B. Oles  
Notary Public

Patricia B. Oles  
Printed Name

My Commission Expires: B Oles

Serial Number CC760285  
Expires September 21, 2002

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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 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.

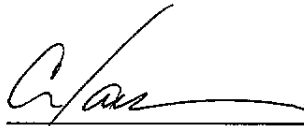
1. The name of the Limited Liability Company is:

**KMD DEVELOPMENT, LC**

2. The name and address of the Registered Agent and Registered Office is:

C. Yanki Sokmensuer, Esquire  
SMITH MACKINNON PA  
Suite 800 – Citrus Center  
Orlando, FL 32801

Having been named as registered agent and to accept service of process for the above-stated limited liability 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 duties and I am familiar with and accept the designation of my position as registered agent.



\_\_\_\_\_  
C. Yanki Sokmensuer

August 21, 2001

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**01 AUG 22 PM 4:10**  
**SECRETARY OF STATE**  
**TALENTADE FLORIDA**