

**Sonnenschein**  
SONNENSCHN NATH & ROSENTHAL

Phillips Point, West Tower

777 South Flagler Drive

Suite 1102

West Palm Beach, FL 33401

561.833.2410

561.833.8387 fax

www.sonnenschein.com

Chicago

Kansas City

Los Angeles

New York

San Francisco

St. Louis

Washington, D.C.

West Palm Beach

Rita M. Burdo  
561.833.2410  
rburdo@sonnenschein.com

**L01000022171**

December 14, 2001

000004728770--1  
-12/17/01--01070--020  
\*\*\*\*250.00 \*\*\*\*125.00

**FEDERAL EXPRESS**

Division of Corporations  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: KMSA #I, LLC, a Florida limited liability company  
KMSA #II, LLC, a Florida limited liability company

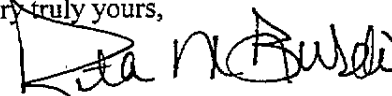
Dear Sir or Madam:

In connection with the organization of the above-referenced Florida limited liability companies, enclosed please find the following:

1. Original and one copy of Articles of Organization and Certificate of Designation of Registered Agent/Registered Office of KMSA #I, LLC;
2. Original and one copy of Articles of Organization and Certificate of Designation of Registered Agent/Registered Office of KMSA #II, LLC;
3. Our firm's check in the amount of \$250, representing a \$100 filing fee and \$25 registered agent fee for each company; and
4. A return Federal Express envelope in which to return date-stamped copies of the filed Articles of Organization.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to contact the undersigned.

Very truly yours,

  
Rita M. Burdo, Legal Assistant  
MITCHELL D. SCHEPPS

enclosures

cc: Mr. Matthew H. Bretz (w/enc.)  
Bretz-FL SOS.ltr.wpd

FILED  
2001 DEC 17 AM 11:34  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

✓

**ARTICLES OF ORGANIZATION  
OF  
KMSA #II, LLC**

ARTICLE I – NAME

The name of this Florida limited liability company is KMSA #II, LLC (the “Company”).

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is 223 33<sup>rd</sup> Street, West Palm Beach, Florida 33407.

ARTICLE III – INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of the Company is MATTHEW H. BRETZ, 223 33<sup>rd</sup> Street, West Palm Beach, Florida 33407.

ARTICLE IV – COMPANY EXISTENCE

The Company’s existence shall be effective as of the time of the filing of these Articles of Organization with the Florida Department of State and its existence shall be perpetual.

BRETZ INVESTMENTS LIMITED PARTNERSHIP, Sole Member

By: *Mitchell D. Schepps*  
MATTHEW H. BRETZ, President  
of tsgc, Inc., Its General Partner  
by Mitchell D. Schepps, as Attorney-in-Fact

DATE: December 14, 2001.

MITCHELL D. SCHEPPS, ESQ.  
Sonnenschein Nath & Rosenthal  
777 South Flagler Drive, Ste. 1102W  
West Palm Beach, FL 33401  
Telephone No.: 561-833-2410  
Fax No.: 561-833-8387  
Florida Bar No.: 0979139

FILED  
2001 DEC 17 AM 11:04  
DIV. OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT AND REGISTERED OFFICE**

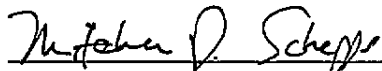
LIMITED LIABILITY COMPANY:

KMSA #II, LLC

REGISTERED AGENT AND REGISTERED OFFICE:

MATTHEW H. BRETZ  
223 33<sup>rd</sup> Street  
West Palm Beach, FL 33407.

I agree to act as Registered Agent to accept service of process for the Company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties of the Registered Agent. I am familiar with and accept the obligations of the Registered Agent position.



MATTHEW H. BRETZ, REGISTERED AGENT  
by Mitchell D. Schepps, as Attorney-in-Fact

DATE: December 14, 2001.

Bretz-KMSA #II, LLC Articles of Organization.wpd

MITCHELL D. SCHEPPS, ESQ.  
Sonnenschein Nath & Rosenthal  
777 South Flagler Drive, Ste. 1102W  
West Palm Beach, FL 33401  
Telephone No.: 561-833-2410  
Fax No.: 561-833-8387  
Florida Bar No.: 0979139

FILED  
2001 DEC 17 AM 11:04  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA