

MORAN & SHAMS, P.A.
ATTORNEYS AT LAW

LU20000011465

April 23, 2002

DAVID E. ACKLEY

CRISTINA A. EQCT

SCOTT E. JOHNSON

JOHN P. JUNOD

JAMES F. KIDD

CATHERINE J. LIVINGSTON

CLINTON C. LYONS, JR.

BRIAN J. MORAN

THOMAS P. MORAN

JENNIFER EDEN RILEY

MAURICE SHAMS

SIDNEY H. SHAMS

Via Federal Express

Secretary of State

Corporate Division

409 E. Gaines Street

Tallahassee, Florida 32399

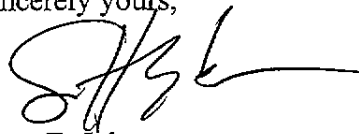
Re: KAT Investments, L.L.C.

Dear Sir or Madam:

Please find enclosed in duplicate the Articles of Organization for the above-referenced limited liability corporation, together with a check in the amount of \$125.00 to cover the cost of filing these Articles.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything which is not in order, please call us collect.

Sincerely yours,



Scott E. Johnson

SEJ/jmc
Enclosures

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****125.00 ****125.00

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2002 MAY 10 PM 4:49
TALLAHASSEE, FLORIDA

N02-12067
J. BRYAN APR 26 2002

J. BRYAN MAY 10 2002
PO Box 472 ORLANDO, FL 32802-0472
111 N. ORANGE AVE., SUITE 1200, ORLANDO, FL 32801-2361
Ph. 407-841-4141 Fx. 407-841-4148
MORAN-SHAMS@MORAN-SHAMS.COM

MORAN & SHAMS, P.A.
ATTORNEYS AT LAW

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 6, 2002

DAVID E. ACRLEY
CRISTINA A. EQUI
SCOTT E. JOHNSON
JOHN P. JUNOD
JAMES F. KIDD
CATHERINE J. LIVINGSTON
CLINTON C. LYONS, JR.
BRIAN J. MORAN
THOMAS P. MORAN
JENNIFER EDEN RILEY
MAURICE SHAMS
SIDNEY H. SHAMS

Joey Bryan
Document Specialist
Tax Liens
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Letter Number 701A00025798
KAT Investments, L.L.C.
Reference No.: W02000012067

Dear Mr. Bryan:

Please find attached a copy of a letter I recently received from you advising us that the Articles of Organization of KAT Investments, L.L.C. need to be signed by a Member or by the authorized representative of a Member.

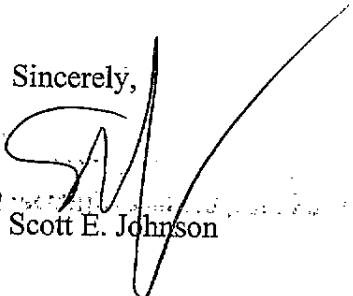
In that regard, please be advised that Mr. John Thall, who signed the Articles, is the Managing Director and authorized representative and is, in fact, the sole Member of KAT Investments, L.L.C.

Accordingly, we have amended his title on the attached Articles and herewith resubmit them for your acceptance and filing.

If you have any questions, please do not hesitate to call me.

Thank you.

Sincerely,


Scott E. Johnson

SEJ/jmc
Enclosure



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 26, 2002

SCOTT E. JOHNSON
PO BOX 472
ORLANDO, FL 32802-0472

SUBJECT: KAT INVESTMENTS, L.L.C.
Ref. Number: W02000012067

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TALLAHASSEE, FLORIDA

We have received your document for KAT INVESTMENTS, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist
Tax Liens

Letter Number: 702A00025798

**ARTICLES OF ORGANIZATION
OF
KAT INVESTMENTS, L.L.C.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.

ARTICLE I - NAME

The name of this limited liability company is KAT Investments, L.L.C. (the "Company").

ARTICLE II - DURATION

The existence of this limited liability company shall commence upon the filing of these Articles with the Florida Department of State and shall continue until the earlier of 99 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

ARTICLE III - PURPOSE

This limited liability company is organized for the transaction of any and all lawful business.

ARTICLE IV - POWERS

This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The street address and mailing address of the principal office and place of business of the Company is 500 South A1A, Flagler Beach, Flagler County, Florida 32136, and the name, mailing address and street address of the initial registered agent of the Company is Scott E. Johnson Esquire, Moran & Shams, P.A., 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801.

ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company upon agreement of all members.

ARTICLE VII - ADMISSION OF MEMBERS

Additional members may be admitted from time to time upon the written consent of the Managing Director of the Company.

ARTICLE VIII - TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the Company, the remaining members may by unanimous written agreement, continue the business of the Company.

ARTICLE IX - MANAGEMENT OF THE COMPANY

The Company shall be managed by John Thall, who shall serve as Managing Director of the company until and unless otherwise determined by all of the members of the Company at any meeting of the members or until their successors are elected and qualified to act in such capacity.

ARTICLE X - REGULATIONS

The members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida or the Articles of Organization.

ARTICLE XI - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this limited liability company expires;
- b. By the unanimous written agreement of all members; or
- c. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event under law that would terminate the limited liability company, unless all of the remaining members of this limited liability company consent in writing to continue the Company.

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TALLAHASSEE, FLORIDA

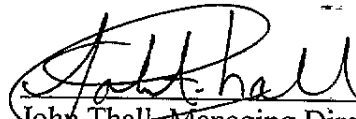
ARTICLE XII - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his, her or its membership interest or any portion thereof without the prior written consent of all other members of the Company unless otherwise provided by separate agreement.

ARTICLE XIII - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization or any amendment thereto.

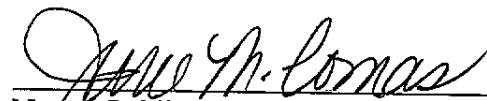
IN WITNESS WHEREOF, the undersigned incorporate these Articles of Organization as of this 22nd day of April, 2002.



John Thall, Managing Director and Sole Member

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 22nd day of April, 2002, by John Thall, who is personally known to me or who produced FL LIC # T40046155 3000 as identification.



Notary Public, State of Florida
My Commission Expires:

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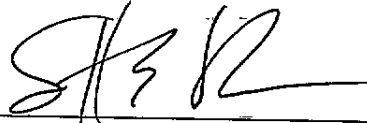
June M. Comas
MY COMMISSION # CC97456 EXPIRES
May 30, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

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2002 MAY 10 PM 4:49
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF REGISTERED AGENT
AND REGISTERED OFFICE**

KAT INVESTMENTS, L.L.C.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED COMPANY AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Scott E. Johnson, Registered Agent

4.22.02

Date

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TALLAHASSEE, FLORIDA