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POMPAHO BEACH, FLORIDA 33609

REPLY TO: LAKELAND

May 15, 2002

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/08/02--01038--004
****125.00 ****125.00

Re: Kat Trax, L.L.C.

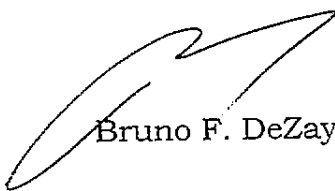
To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company for filing, together with our check in the amount of \$125.00.

I would appreciate your filing this limited liability company and return a certified copy in the envelope provided for your convenience.

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

Cordially,


Bruno F. DeZayas

BFD/he
Enclosures

FILED
-02 MAY -8 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/13/02
wt

ARTICLES OF ORGANIZATION

OF

KAT TRAX, L.L.C.

FILED
02 MAY - 8 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be KAT TRAX, L.L.C., and its principal place of business shall be in the City of Mulberry, County of Polk, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II
PURPOSES AND POWERS

This general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To either into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the

furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand Dollars [\$1,000.00] cash shall be paid to the limited liability company by the two [2] members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE IV PROFITS AND LOSSES

[a] Sharing of Profits: The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after

the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled 50% to an equal distributive share of the profits.

[b] Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in 50% equal shares.

[c] Allocation of tax income and loss. Items of tax income and loss shall be allocated pro rate in accordance with each member's capital account contributions as specified in Article III.

Notwithstanding any other provision contained in these Articles of Organization, it is the intention of the Members that Capital Accounts be established and maintained throughout the term of the agreement in accordance with provisions of T.R. §1.704-1[b][2][ii][b]. It is also the intention of the Members that, notwithstanding any other provisions contained in this Agreement, the provisions applying a "Qualified Income Offset" as an "alternative test" to the requirement for "deficit restoration" apply in establishing economic effect as more fully explained in 1.704-1[b][ii][d].

ARTICLE V LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of his limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE VI
DURATION**

This limited liability company shall exist until December of 2031, *[date not exceeding 30 years from the date of filing with the Department of State]*, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS**

The principal place of this limited liability company shall be located at 3280 Mulford Road in the City of Mulberry, County of Polk, State of Florida; with a mailing address of Post Office Box 258, Mulberry, Florida 33860-3280.

**ARTICLE VIII
MANAGEMENT**

This limited liability company shall be managed by two [2] managers. The names and addresses of the persons who shall serve as such until the first annual meeting of members or until *[a or their]* successor[s] *[is or are]* elected and qualify *[is or are]* as follows:

Daniel F. Rife
Post Office Box 258
Mulberry, Florida 33860-0258

James F. Wurthmann, Jr.
Post Office Box 258
Mulberry, Florida 33860-0258

**ARTICLE IX
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 3280 Mulford Road, City of Mulberry, County of Polk, State of Florida, and the name of its initial registered agent at such address is James F. Wurthmann, Jr.; with a mailing address of Post Office Box 258, Mulberry, Florida 33860-0258.

ARTICLE X
RESTRICTIONS ON MEMBERSHIP

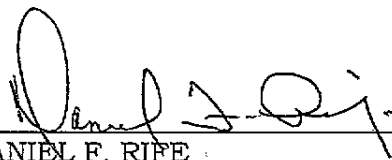
Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of both members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Article of Organization of KAT TRAX, L.L.C.

Executed by the undersigned at 5116 South Lakely Dr. *designate place of*
execution on MAY 6, 2002.



DANIEL F. RIFE

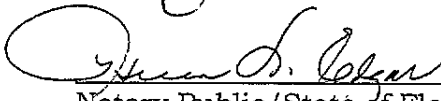


JAMES F. WURTHMANN, JR.

STATE OF FLORIDA
COUNTY OF POLK.

BEFORE ME, the undersigned authority, personally appeared DANIEL F. RIFE and JAMES F. WURTHMANN, JR. who are to me well known and to be the persons described in and who executed and subscribed the above Articles of Organization, and they did so freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Lakeland, Polk County, Florida, this 10th day of May, 2002.


Notary Public/State of Florida

Helen W. Edgar
Printed Notary Name



Helen W. Edgar
MY COMMISSION # CC920461 EXPIRES
April 14, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
02 MAY -8 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

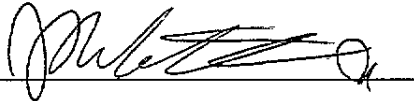
Pursuant to the provisions of Section 607.0501 or 617.05, Florida Statutes, the undersigned organization, organized under the laws of the State of Florida, submits the following statement in designating the required office/registered agent, in the State of Florida.

1. The name of the organization is KAT TRAX, L.L.C.
2. The name and address of the registered agent is:

Name: James F. Wurthmann, Jr.
Address: 3280 Mulford Road/Post Office Box 258
Mulberry, Florida 33860/33860-0258

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ORGANIZATION 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 COMPETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____



Date: _____

5-6-02

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02 MAY -8 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA