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ACCOUNT NO. : 072100000032

REFERENCE : 607399 4611296

AUTHORIZATION : Patricia Pijute

COST LIMIT : \$ 125.00

ORDER DATE : June 3, 2002

ORDER TIME : 10:49 AM

ORDER NO. : 607399-005

CUSTOMER NO: 4611296

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CUSTOMER: Brendan Hughes, Esq
Eaton & Van Winkle

3 Park Avenue
16th Floor.
New York, NY 10016

DOMESTIC FILING

NAME: KCP LEASING & SERVICES, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN - 4 PM 12:34

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

KCP LEASING & SERVICES, LLC

Under Section 608.407 of the Florida Limited Liability Company Act

ARTICLE I: The name of the limited liability company is KCP Leasing & Services, LLC

ARTICLE II: The mailing address and street address of the principal office of the limited liability company is 405 Lexington Avenue, 25th Floor, New York, New York 10174.

ARTICLE III: The name and the Florida address of the registered agent are:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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 power and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608 of the Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

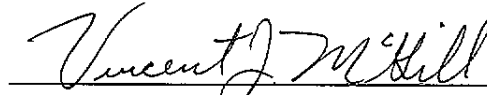
ARTICLE IV: The limited liability company shall be managed by one or more managers and is, therefore, a manager-managed company.

(The remainder of this page is intentionally left blank.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have signed this document on the date set forth below and do hereby affirm, under penalties of perjury, that the statements contained herein are true and correct.

Dated: May 31, 2002



Vincent J. McGill,
Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA