

**LO2000014739**

**HARRIS & HELGESEN**  
ATTORNEYS AT LAW  
*A Partnership of Professional Associations*

GEORGE E. HARRIS, P.A.

ANDREW HELGESEN, P.A.

May 22, 2002

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

800005623128-7  
-05/29/02-01015-022  
\*\*\*\*155.00 \*\*\*\*155.00

Re: **KVG NORTH AMERICA, LLC**

Ladies and Gentlemen:

Enclosed herewith for filing are the Articles of Organization of KVG NORTH AMERICA, LLC, together with a copy to be certified and returned to this office.

Also enclosed is our check in the amount of \$155.00 to cover the cost of the filing fees and certification fees for this corporation.

Thank you for your cooperation in this matter.

Sincerely,



Maryann S. Peterson  
Secretary to Andrew Helgesen

02 JUN 13 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Enclosure

E:\BusinessOrgs\KVG North America\Sec of State 05-22-02 ltr.wpd

789, 1122, 671

~~15739~~  
4/13/02



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 31, 2002

MARYANN S. PETERSON  
11380 PROSPERITY FARMS ROAD STE. 201  
PALM BEACH GARDENS, FL 33410

SUBJECT: KVG NORTH AMERICA, LLC  
Ref. Number: W02000015739

We have received your document for KVG NORTH AMERICA, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Please return 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) 245-6097.

Marsha Thomas  
Document Specialist

Letter Number: 802A00035280

FILED  
02 JUN 13 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
02 JUN 13 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
KVG NORTH AMERICA, LLC**

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be KVG North America, LLC, and its mailing address and its principal office shall be located at 7465 Brunswick Circle, Boynton Beach, FL 33437, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II  
PURPOSES AND POWERS**

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

- (a) To engage in any activity or business authorized under the Florida Statutes.
- (b) 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 set forth in these Articles to the same extent as a natural person might or could do.
- (c) 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 these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- (d) To enter 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, and to perform and carry out, assign, cancel, or rescind any of such contracts.

(e) To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and 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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

(f) 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 set forth in these Articles, 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.

2.2 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.

2.3 Nothing contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III EXERCISE OF 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 this 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 IV  
MANAGEMENT**

This limited liability company shall be managed by one or more managers, who may, but need not be members. The names and addresses of the persons who shall serve until the first annual meeting of members or until successors are elected and qualified are as follows:

Werner Mueller      7465 Brunswick Circle  
Boynton Beach, FL 33437

**ARTICLE V  
MEMBERSHIP RESTRICTIONS**

5.1 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.

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

5.3 On 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 on unanimous consent of the remaining members.

**ARTICLE VI  
PROFITS AND LOSSES**

6.1 The allocation and distribution of net profits to the members shall be determined by an appropriate Operating Agreement by and among the members or by other appropriate written instrument.

6.2 The allocation of losses and payment of losses shall be determined by the members in accordance with their Operating Agreement or other written instrument.

**ARTICLE VII  
DURATION**

This limited liability company shall exist until December 31, 2042, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VIII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 7465 Brunswick Circle, Boynton Beach, FL 33437, and the name of the company's initial registered agent at that address is Werner Mueller.

The undersigned, being the authorized representative of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of KVG North America, LLC.

Executed by the undersigned at Palm Beach Gardens, FL 33410, on the 21 day of May, 2002.

  
\_\_\_\_\_  
Werner Mueller

02 JUN 13 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED