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McCabe & Samiljan
Attorneys At Law

Timothy P. McCabe
Steven T. Samiljan

2135 S. Congress Avenue, #3C, West Palm Beach, Florida 33406, Phone: 561-969-3344 Fax 969-9698

VIA U.S. MAIL

September 16th, 2002

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

RE: ARTICLES OF ORGANIZATION
KERR GROUP, L.L.C.
Our File No.: 6728

Enclosed is an original and one copy of the articles of organization and a check in the amount of \$125.00 payable to Division of Corporations for the filing fee and Registered Agent Designation.

Please return a copy at your earliest opportunity.

Sincerely,

McCabe & Samiljan



Timothy P. McCabe

TPM/js
Enclosures

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
KERR GROUP, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be: KERR GROUP, L.L.C., ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is:

c/o 2135 South Congress Avenue
Suite 3C
West Palm Beach, Florida 33406

ARTICLE III - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the state of Florida are:

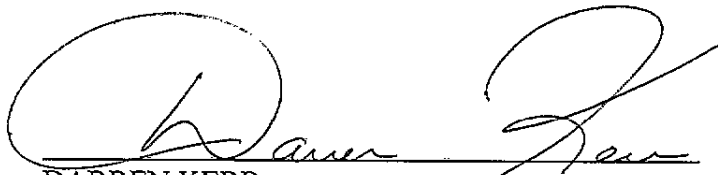
Timothy P. McCabe
McCabe & Samiljan
2135 South Congress Avenue
Suite 3C
West Palm Beach, Florida 33406

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 proper and complete performance of my duties, and I am familiar with and accept obligations of my position as registered agent as provided for in Chapter 608, F.S.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DARREN KERR


ARTICLE IV - MANAGEMENT

The company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

ARTICLE V - EFFECTIVE DATE

The effective date of the company shall be 9/23/02.

IN WITNESS WHEREOF, the undersigned member or authorized representative has made and subscribed these articles of organization at Palm Beach County, Florida, on 9/23/02


DARREN KERR

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CLERK OF STATE
TALLAHASSEE, FLORIDA
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(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

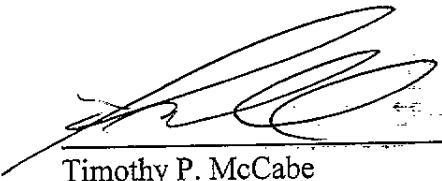
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, KERR GROUP, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is KERR GROUP, L.L.C.
2. The name and address of the registered agent in Florida are:

Timothy P. McCabe
McCabe & Samiljan
2135 South Congress Avenue
Suite 3C
West Palm Beach, Florida 33406

The undersigned, being the person named in the articles of organization of KERR GROUP, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Timothy P. McCabe
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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