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03 JAN 21 AM 10:35
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Law Offices of
Voigt & Voigt, P.A.
Attorneys at Law

2042 Bee Ridge Road
Sarasota, Florida 34239

Telephone (941) 925-2324
Fax (941) 921-2047

January 17, 2003
VIA OVERNIGHT DELIVERY

Florida Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

RE: ARTICLES OF ORGANIZATION - LLC

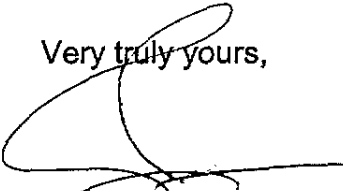
Dear Sir/Madam:

Enclosed herewith are one (1) original and one (1) copy of the Articles of Organization for KW INVESTMENTS, LLC, for filing in the records of the State of Florida. I am also enclosing my check in the amount of \$125.00 for the filing fee.

Please return a copy of the Articles of Organization to this office after the original has been filed in the records of the State of Florida.

Thank you for your prompt attention to and cooperation in this matter. Should you have any questions or need further information, please do not hesitate to contact this office.

Very truly yours,


Stephen F. Voigt, Sr.

SFVsr/mz
Enclosures

FILED
03 JAN 21 AM 10:35
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
KW INVESTMENTS, LLC**

FILED
03 JAN 21 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Chapter 608 of the Florida Statutes, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

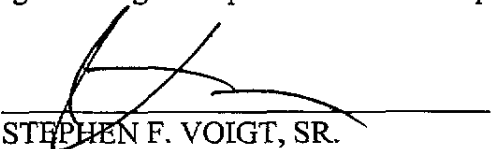
KW INVESTMENTS, LLC

SECOND: The Limited Liability Company shall continue until the occurrence of an event set forth in the Operating Agreement which causes the termination of the Limited Liability Company.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Chapter 608 of the Florida Statutes, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 2042 Bee Ridge Road, Sarasota, FL 34239, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is VOIGT & VOIGT, P.A..

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 the obligations of my position as registered agent as provided for in Chapter 608, F.S.


STEPHEN F. VOIGT, SR.

FIFTH: The mailing address and principal office of the Limited Liability Company is 2653 Stickney Point Road, Sarasota, FL 34231.

SIXTH: The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member is: W. BROS DEVELOPMENT CORPORATION having an address at 2653 Stickney Point Road, Sarasota, FL 34231

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$200.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

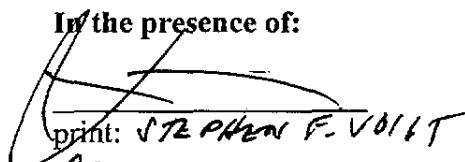
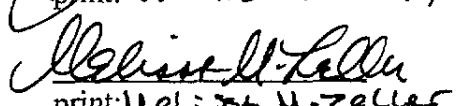
NINTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

TENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Member who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.


ELEVENTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization on January 17, 2003.

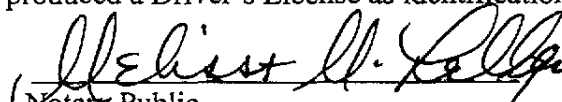
In the presence of:


print: STEPHEN F. VOIGT

print: Melissa M. Zeller

STATE OF FLORIDA
COUNTY OF SARASOTA


W. BROS DEVELOPMENT CORPORATION
BY: DAVID R. WINTERROWD
ITS PRESIDENT
03 JAN 21 AM 10:35
TALLAHASSEE, FLORIDA
FILED

The foregoing instrument was acknowledged before me on the 17th day of January, 2003, by DAVID R. WINTERROWD, as President of W. Bros Development Corporation, who is personally known to me or who has produced a Driver's License as identification.


Notary Public
My commission expires on

