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## LIMITED LIABILITY COMPANY

KL Florida Growth Fund, LLC

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
KL Florida Growth Fund, LLC

### Article II. Address

The Company's street and mailing address is:  
KL Florida Growth Fund, LLC  
631 US Highway 1  
Suite 307  
North Palm Beach FL 33408

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
PINEIRO & WORTMAN, P.A.  
7108 Fairway Drive  
Suite 225  
Palm Beach Gardens FL 33418

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Scott J. Wortman 1 FL Bar Member 454222  
PINEIRO & WORTMAN, P.A.  
7108 Fairway Drive  
Suite 225  
Palm Beach Gardens FL 33418  
561-799-9280

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:


KG OPERATING, LLC  
631 US Highway 1 Suite 307 North Palm Beach FL 33408

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Article VI. Company Existence

The Company's existence shall begin effective as of January 21, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on January 23, 2003.

  
SCOTT J. WORTMAN  
by T. Baez as attorney-in-fact

Scott J. Wortman | FL Bar Member 454222  
PINEIRO & WORTMAN, P.A.  
7108 Fairway Drive  
Suite 225  
Palm Beach Gardens FL 33418  
561-799-9280

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## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

KL Florida Growth Fund, LLC

REGISTERED AGENT/OFFICE:

PINEIRO & WORTMAN, P.A.

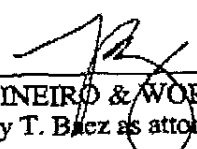
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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
PINEIRO & WORTMAN, P.A.  
by T. Baez as attorney-in-fact

Date: January 23, 2003

Scott J. Wortman | FL Bar Member 454222  
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