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TALLAHASSEE, FLORIDA

[Handwritten signature]

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

KBG Properties, LLC

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- ___ Art of Inc. File
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- ☒ L.C. File
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- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
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- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

Signature

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Name

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**ARTICLES OF ORGANIZATION
OF
KBG PROPERTIES, LLC**

03 AUG 25 PM 2:35
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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Organization, desiring to form a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and being a natural person competent to contract, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I (NAME)

The name of this limited liability company is KBG PROPERTIES, LLC (the "Company").

ARTICLE II (DURATION)

The Company shall have perpetual duration, beginning on the date these Articles of Organization are filed in the Office of the Secretary of State of the State of Florida.

ARTICLE III (PURPOSE)

The Company shall have all of the powers stated in the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as such chapter presently exists and may hereafter be amended.

ARTICLE IV (PRINCIPAL OFFICE)

The street address and mailing address of the Company's initial principal office shall be 111 Chanteclair Cir., Gulf Breeze, FL 32561. The Company's principal office may hereafter be at such other place or places as the members from time to time may determine.

03 AUG 25 PM 3:35
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FL 32302

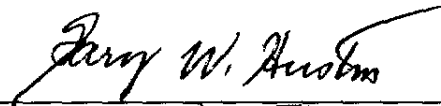
ARTICLE V (REGISTERED AGENT)

The name of the initial registered agent of the Company shall be Gary W. Huston and the street address of the registered agent is 125 W. Romana, Suite 800, Pensacola, FL 32502.

ARTICLE VI (MANAGEMENT)

The Company is to be a member-managed company.

IN WITNESS WHEREOF, the undersigned, the authorized agent of a member, has executed the foregoing Articles of Organization on August 22, 2003.

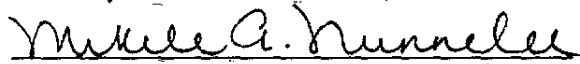


Gary W. Huston, the authorized agent of a Member

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me on August 22, 2003, by Gary W. Huston, who did not take an oath, who stated that he executed the foregoing instrument as the authorized agent of a member of the limited liability company, and who:

X is/are personally known to me.
_____ produced current Florida driver's license as identification.
_____ produced _____ as identification.



Notary Public, State of Florida

(Notary Seal Must be Affixed)



Mike A. Nunnelee
MY COMMISSION # CC970250 EXPIRES
September 25, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Name of Notary Printed
My Commission Expires:
Commission Number:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, the following is submitted: That KBG Properties, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 111 Chanteclaire Cir., Gulf Breeze, FL 32561, has named Gary W. Huston, whose business address is 125 W. Romana, Suite 800, Pensacola, FL 32502, as its agent to accept service of process within Florida.

KBG PROPERTIES, LLC

By: _____

Gary W. Huston
Gary W. Huston, authorized agent of a
Member

ACCEPTANCE

Having been named as registered agent and to accept service of process for KBG Properties, LLC at the place designated in this certificate, I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608 of Florida Statutes, and I agree to act in that position.

August 22, 2003

Gary W. Huston
Gary W. Huston, Registered Agent