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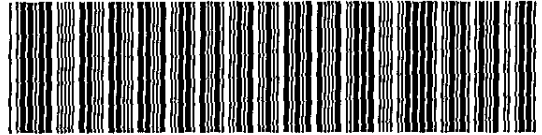
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SECRETARY OF
TALLAHASSEE, FLORIDA

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ALAN F. GONZALEZ, LL.M., P.L.

Attorney at Law

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December 5, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

03 DEC - 8 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Re: Florida Kids Fund, LLC


Dear Sir or Madam:

Enclosed herewith for filing please find Article of Organization of Florida Kids Fund, LLC, together with the filing fee in the amount of \$155.00.

Thank you for your assistance in this matter.

Very truly yours,

ALAN F. GONZALEZ, LL.M., P.L.


Mary-Lou C. Morin, Paralegal
Assistant to Attorney Gonzalez

Mlm
Enclosures

**ARTICLES OF ORGANIZATION
OF
FLORIDA KIDS FUND, LLC**

The undersigned, for the purpose of forming a limited liability company (hereinafter referred to as the "Company") under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of this Company shall be:

FLORIDA KIDS FUND, LLC

**ARTICLE II
ADDRESS**

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


**19325 Aqua Springs Drive
Lutz, Florida 33558**

**ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE &
REGISTERED AGENT'S SIGNATURE**

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

**Stephen M. Dorsett
19325 Aqua Springs Drive
Lutz, Florida 33558**

Having been named as registered agent and to accept service of process for the above stated 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 M. DORSETT
Registered Agent

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TALLAHASSEE, FLORIDA

ARTICLE IV
MANAGEMENT

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

ARTICLE V
CLASS OF MEMBERS

The Company shall have two classes of members. One class of members shall be the active, voting members identified as managing members in the operating agreement. The other class of members shall be the passive, non-voting members of the Company except as provided for herein or in the regulations or operating agreement of the Company. Only the managing members shall have the authority to vote with respect to the active management of the business affairs of the Company. The other passive, non-voting members shall not participate in any way in the management of the Company business.

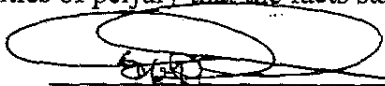
ARTICLE VI
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all members (both managing and non-managing) of the Company and upon such terms and conditions as shall be determined by all the members as set forth in the regulations or operating agreement of the Company. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company (and unless said member is a voting member as referenced in Article V herein) or become a member unless all the other members of the Company other than the member proposed to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII
EFFECTIVE DATE

The effective date of the Company is to be the date that these Articles are filed with the Secretary of State.

IN ACCORDANCE WITH §608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



STEPHEN M. DORSETT
Managing Member

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