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### SIDNEY M. NOWELL, P.A. ATTORNEY AT LAW P.O. BOX 819 300 N. STATE STREET BUNNELL, FL 32HO

PHONE 386-437-1668

Fax: 386-586-4014

December 3, 2003

## VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: KM Florida Properties, L.L.C.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles or Organization in connection with the above-referenced Limited Liability Company. Also enclosed is our check in the amount of \$125.00 representing the filing fee and Designation of Registered Agent.

Thank you for your assistance in this matter. If you have any questions or require additional information, please do not hesitate to give me a call.

Very truly yours,

Sidney M. Nowell

SMN/pgr Enclosures

# ARTICLES OF ORGANIZATION FOR

# KM FLORIDA PROPERTIES, L.L.C. a Florida Limited Liability Company,

### **ARTICLE I. NAME**

The name of the Limited Liability Company is:

KM FLORIDA PROPERTIES, L.L.C.

# O3 DEC 16 AM 9: 32 TALLAHASSEE, FLORID

### **ARTICLE II. ADDRESS**

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

14011 Ventura Blvd., Suite 211 Sherman Oaks, CA 91423

### ARTICLE III. NATURE OF BUSINESS

This Limited Liability Company is organized for the purpose of real estate development and related services, under the laws of the State of Florida.

#### ARTICLE IV. REGISTERED AGENT

The name and address of the Registered Agent is:

Sidney M. Nowell, Esq. 300 N. State Street Bunnell, FL 32110

### DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the abovestated 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.

Sidney M. Nowell, Registered Agent

16 26 0 3 Date

### ARTICLE V. MANAGERS OR MANAGING MEMBERS

The names and addresses of the Manager and Managing Members are as follows:

Marc Mirbed, MGR 14011 Ventura Blvd., Suite 211 Sherman Oaks, CA 91423

Ali M. Kas, MGRM 14011 Ventura Blvd., Suite 211 Sherman Oaks, CA 91423 03 DEC 16 AM 9: 32

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.

Marc Mirbed, MGR

/ D. ...