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(Requestor's Name)

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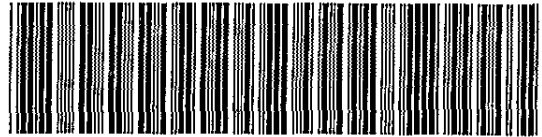
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W03-38968



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**PADEREWSKI, DANNHEISSER & SWEETING, P.A.**

ALEXANDER G. PADEREWSKI  
B. V. DANNHEISSER, III

ATTORNEYS AT LAW  
1834 MAIN STREET  
SARASOTA, FLORIDA 34236  
(941) 365-7600  
FAX (941) 366-6324

MICHAEL E. SWEETING  
MARK T. FLAHERTY

December 10, 2003

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

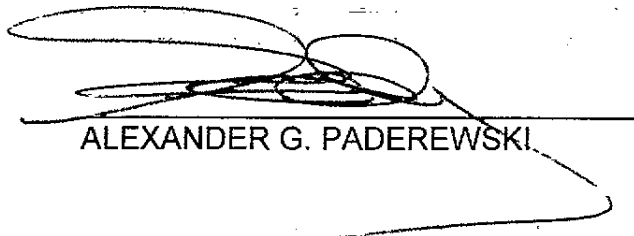
RE: Kitchens and Bath International, LLC.

To Whom it May Concern:

Please find enclosed two original Articles of Organization of Sarasota Properties, LLC., along with a Certificate of Designation of Registered Agent. The requisite filing fee of \$125.00 is also enclosed herewith.

Please register said limited liability company and return proof of registration to me at the above address. Thank you for your prompt attention to this matter.

Very truly yours,



ALEXANDER G. PADEREWSKI

AGP/as  
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 22, 2003

ALEXANDER G. PADEREWSKI  
1834 MAIN STREET  
SARASOTA, FL 34236

SUBJECT: KITCHENS AND BATH INTERNATIONAL, LLC  
Ref. Number: W03000038968

We have received your document for KITCHENS AND BATH INTERNATIONAL, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 603A00068274

**ARTICLES OF ORGANIZATION**  
**OF**  
**KITCHENS AND BATH INTERNATIONAL, LLC.**

**ARTICLE I - NAME**

The name of the Florida limited liability company shall be KITCHENS AND BATH INTERNATIONAL, LLC.

**ARTICLE II - DURATION**

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's regulations or these Articles of Organization.

**ARTICLE III - ADDRESS**

The mailing address and the street address of the principal office of the company is 404 Bayshore Drive, Venice, Florida, 34285.

**ARTICLE IV - REGISTERED AGENT**

The name and address of the registered agent of the Company is:

Alexander G. Paderewski  
1834 Main Street  
Sarasota, Florida 34236

**ARTICLE V - PERCENTAGE INTEREST; MEMBERSHIP CERTIFICATE**

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a membership

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Certificate issued by the Company.

#### **ARTICLE VI - DISSOLUTION**

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

#### **ARTICLE VII - TRANSFERABILITY OF MEMBER'S INTEREST**

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the units. If a majority of the Units do not approve the assignment, 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.

#### **ARTICLE VIII - MANAGEMENT**

The management of the Company is reserved to the members. The name and address of each member is:


1. Christopher Knop  
404 Bayshore Drive  
Englewood, Florida 34285

#### **ARTICLE IX - PURPOSE OF THE COMPANY**

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

**ARTICLE X - COMPANY EXISTENCE**

The Company's existence shall begin effective as of December 10, 2003.

  
\_\_\_\_\_  
CHRISTOPHER KNOP


Date: December 10, 2003

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE**  
**OF**  
**VENICE PROPERTIES, LLC.**

**REGISTERED AGENT/OFFICE**

Alexander G. Paderewski, Esquire  
1834 Main Street  
Sarasota, Florida 34236

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. 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 obligation of the registered agent position.



ALEXANDER G. PADEREWSKI, Resident Agent

Date: <sup>Dec</sup>~~August~~ 29, 2000.