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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

the kimball group, llc

Certificate of Status	0
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ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY
THE KIMBALL GROUP, LLC

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Limited Liability Company is:

THE KIMBALL GROUP, LLC

ARTICLE II

DURATION

This Company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

PURPOSE

This company, through its officers and employees shall be authorized to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

COMPANY MANAGEMENT

The company will be formed with four Managers and each Manager will have a twenty-five (25) percent ownership interest in the Company. This 25 percent interest shall be considered 25 percent voting interest as well.

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TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

This Company's initial Registered Agent and Registered Office in the State of Florida shall be:

REGISTERED AGENT

Joseph C. Frechette, Jr.

ADDRESS OF INITIAL REGISTERED OFFICE

10800 Biscayne Blvd., Suite 620
North Miami, Florida 33161

ARTICLE VI

BOARD

The number of Managers may be altered from time to time by the By-Laws adopted by the Company. However, the Company shall have no less than (1) Manager at any time. The Company shall have four Managers initially. Each Manager shall have an equal 25% ownership interest and voting interest in the Company.

ARTICLE VII

INITIAL MANAGERS

The name and post office address of the Managers are:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
MGR	Paul A. Estopinan	6780 S. W. 87 Street Miami, FL 33143
MGR	Gustavo E. Vilomar	P. O. Box 560043 Miami, FL 33256-0043
MGR	Francisop R. Collada	11723 S. W. 142 Place Miami, FL 33185
MGR	Alfredo A. Duran	10335 S. W. 96 Street Miami, FL 33178

All Managers shall hold office until the first meeting of the Company.

ARTICLE VIII

DEADLOCK PROVISION

Should the Managers be unable to make a decision regarding the activities and/or future of the company, and should they be unable or unwilling to proceed forward, they shall agree to one of the following two options: 1.) The company shall be dissolved and an equal division of the company assets and liabilities shall be rendered, or 2.) One (or more) Manager(s) shall purchase the other Manager's interest in the Company for fair market value. With either option the four managers will pick a qualified corporate specialist whom is mutually agreed upon to rendered a fair market valuation of the Company. All Managers will be bound by the final determination of the fair market value of the Company by the mutually agreed to corporate specialist.

ARTICLE IX

INDEMNIFICATION AND REQUIRED SIGNATURE

The Company shall indemnify any Agent, Officer or Manager, or any former Agent, Officer or Manager, to the full extent permitted by law.

This is done 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.

IN WITNESS WHEREOF, the undersigned Manager has executed these Articles of In this 19 day of May, 2004.


Paul A. Estopinan, Manager

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

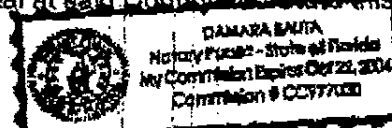
BE IT REMEMBERED that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared to me known to be the person described as the Manager in the foregoing

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H 04000109 683

Articles of Organization, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at said County and State this 20 day of May, 2004.



Tamara Bana

Personally Known (+)
Produced _____
as identification

NOTARY PUBLIC, State of Florida

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
ACCEPTANCE OF REGISTERED AGENT OF DESIGNATION**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: The Kimball Group, LLC, is qualified to do business under the laws of the State of Florida, with its principal office at 8850 S. W. 129 Terrace, 2nd Floor B, Miami, FL, 33176 and a mailing address of P. O. Box 561761, Miami, FL 33256-1761, and has appointed:

Joseph C. Frechette, Jr.
10800 Biscayne Blvd., Suite 620
North Miami, Florida 33161

as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated 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 of the Florida Statutes.

Joseph C. Frechette, Jr.
Joseph C. Frechette, Jr.
Registered Agent

H 04000109 683