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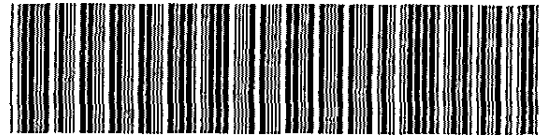
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September 28, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Registration Section

Re: MCKIBLE VENTURES II, L.L.C.

Dear Sir or Madam:

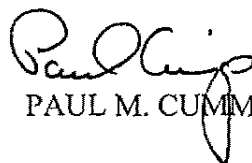
In connection with organizing the above named limited liability company with the State of Florida, enclosed are the following original executed documents for filing:

1. Articles of Organization;
2. Certificate of Designation of Registered Agent/Registered Office;

Also enclosed please find a check in the amount of \$155.00 made payable to the Florida Department of State for the cost of filing and certified copy of the above-referenced documents.

If you need any additional information or documentation to complete these filings, please contact the undersigned at the above Miami address.

Very truly yours,


PAUL M. CUMMINGS

PMC/bic
enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
McKIBLE VENTURES II, L.L.C.**

ARTICLE I - NAME

The name of the Limited Liability Company is: **McKIBLE VENTURES II, L.L.C.**

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be 6246 S.W. 99th Terrace, Miami, FL 33156.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent is:

**RICHARD M. JACOBS
6246 S.W. 99th Terrace
Miami, FL 33156**

ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing member.

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TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL MANAGER

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

**RICHARD M. JACOBS
6246 S.W. 99th Terrace
Miami, FL 33156**

The initial manager shall serve until the first annual meeting of members or until his successor is elected and qualified or until his death or registration.

ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 13 day of Sept, 2004.

Richard M. Jacobs
Judith E. Jacobs

Richard M. Jacobs
RICHARD M. JACOBS
Authorized Representative of the Members

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STATE OF FLORIDA
TALLAHASSEE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

The name of the limited liability company is **McKIBLE VENTURES II, L.L.C.**

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

**RICHARD M. JACOBS
6246 S.W. 99th Terrace
Miami, FL 33156**

Having been named as registered agent and to accept service of process for the above-named 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 positions as registered agent.

Date: Sept 13, 2004

Richard M. Jacobs
RICHARD M. JACOBS

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TALLAHASSEE, FLORIDA

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