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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

KC 1039 PROPERTIES, LLC.

Certificate of Status	1
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**ARTICLES of ORGANIZATION
of KC 1039 PROPERTIES, LLC.
a FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, pursuant to the authority granted under Chapter 608 of the Florida Statutes, is hereby authorized to execute and file these Articles of Organization and in doing so does hereby certify that:

ARTICLE I — Name:

The name of the Limited Liability Company is: **KC 1039 PROPERTIES, LLC.**

ARTICLE II — Principal Office Address:

The mailing address and street address of the principal office of the Limited Liability Company is: **407 Dunwood Lake, Hollywood, Broward County, Florida 33021**

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be perpetual from the date of the issuance of a Certificate of Organization by the State of Florida.

ARTICLE IV — Members and Management:

The Limited Liability Company is to be managed by Managers appointed by the member(s) and the name(s) and address(es) of the initial Managers are: **Nina Spinner-Sands - 407 Dunwood Lake, Hollywood, Broward County, Florida 33021 and Charles Morganstern- 1313 Marstelle Dr., Miami Beach, Miami-Dade County, Florida 33141.**

ARTICLE V — Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be governed by the Operating Agreement or Regulations established by the Member(s) for the Limited Liability Company, as amended. Unless otherwise set forth in the aforementioned Operating Agreement or Regulations, no additional members shall be admitted unless all members, (including any additional members

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other than original members) shall unanimously agree, and then only on such terms and conditions as shall be agreed upon unanimously.

ARTICLE VI — Members' Rights to Continue Business

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be governed by Chapter 608 of the Florida Statute unless otherwise specified by an Operating Agreement or Regulations established by the Member(s) for the Limited Liability Company, as amended.

ARTICLE VII — Membership and Contributions

The undersigned member (s) of KC 1039 PROPERTIES, LLC. certify that the above named Limited Liability Company has, or will have at least one member and that all contributions to be contributed by any and all member(s) will be governed by the Operating Agreement or Regulations established by the Member(s) for the Limited Liability Company, if any, as amended.

ARTICLE VII — Registered Agent and Office

The undersigned member (s) represent that the Registered Agent within State of Florida is Nina Spinner-Sands whose physical and mailing address is 407 Dunwood Lake, Hollywood, Broward County Florida 33021.

ARTICLE VIII — Indemnification

This Limited Liability Company shall indemnify any member, or any former member, to the full extent permitted by law unless otherwise specified in an applicable Operating or Regulatory Agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization and acknowledged them on this 7th day of October, 2004.


Nina Spinner-Sands - Member - Manager


Charles Morganstern - Member - Manager

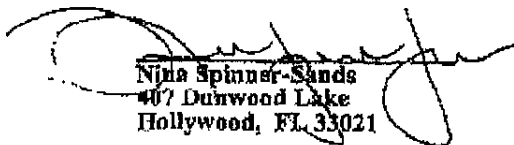
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**Certificate Designating Registered Agent
for Limited Liability Company**

In compliance with Section 608.415 of the Florida Statutes, the undersigned, as the named Registered Agent of **KC 1039 PROPERTIES, LLC**, an entity desiring to organize and qualify under the laws of the State of Florida, does hereby accept agree to accept service of process for the above stated Limited Liability Company at the place designated in the foregoing Articles of Organization. In conformity with Florida Law, the undersigned does hereby acknowledge his/her role as Registered Agent, agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of a Registered Agent's duties, and is familiar with and does hereby further accept the obligations of the position of Registered Agent for this Limited Liability Company.

Executed on October 7, 2004 by:



Nina Spinner-Sands
407 Dunwood Lake
Hollywood, FL 33021

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