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JK

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January 10, 2005

Department of State
Division of Corporations
409 E Gaines Street
Tallahassee, Florida 32399

RE: Koch Holdings, LLC

Dear Sir or Madam:

Enclosed please find two (2) sets of original Articles of Organization for the above-referenced limited liability company. Please file the enclosed document with the State of Florida, returning a file-stamped original of the Articles to our office in the enclosed self-addressed, stamped envelope. We have also enclosed our check in the amount of \$125.00, to cover the filing fees.

If you should have any questions in regard to this matter, please contact our office upon your receipt hereof.

Very truly yours,


Deborah K. Lewis
Legal Assistant

Enclosures

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**ARTICLES OF ORGANIZATION
OF**

KOCH HOLDINGS, LLC

**ARTICLE I
Name and Address**

The name of the limited liability company shall be **KOCH HOLDINGS, LLC**. The mailing and street address of the principal office of the limited liability company is: 4351 Bay Beach Lane, Unit 431, Fort Myers Beach, Florida 33931.

**ARTICLE II
Duration**

This limited liability company shall be perpetual.

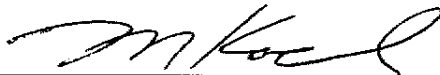
**ARTICLE III
Purpose**

This limited liability company is created for the purpose of transacting the business of purchasing, selling and the leasing of real property, and such other business as may be agreed.

**ARTICLE IV
Designation of Registered Agent and Certificate of Acceptance**

The name and address of the Registered Agent and office of the limited liability company shall be Mike Koch, 4351 Bay Beach Lane, Unit 431, Fort Myers Beach, Florida 33931.

I, Mike Koch, having been named as Registered Agent and 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, F.S.



Mike Koch

**ARTICLE V
Contributions to Capital**

The initial capital of this limited liability company shall consist of the sum of One Thousand Dollars (\$1,000.00), in cash, which will be contributed by the members in the following amount:

Mike Koch	\$ 1,000.00
4351 Bay Beach Lane, Unit 431	
Fort Myers Beach, Florida 33931	

No member shall be entitled to receive interest on his contribution to capital.

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**ARTICLE VI
Management**

All members shall jointly manage and conduct the business of the limited liability company, pursuant to any specific agreements and conditions set forth in a Operating Agreement, and in the regulations of the limited liability company, which are incorporated herein by reference.

**ARTICLE VII
Property**

Real or personal property originally brought into or transferred to the Company, or acquired by the Company by purchase, or otherwise, shall be held and owned, and conveyance shall be made in the name of this limited liability company.

**ARTICLE VIII
Annual Meeting**

An annual meeting shall be held without call or notice within thirty (30) days after the close of the Company's fiscal year at times and places selected by the member. Special meetings may be called at any time without notice, however, in the event additional members are admitted in the future, members shall be given thirty (30) days notice prior such meetings. Notice of special meetings shall be by an actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice unless the member protests the lack of notice to him.

Minutes shall be kept of all regular and special meetings.

**ARTICLE IX
Transferability of Members' Interest**

Transferability of members' interests shall be governed by the provisions of Florida Statutes §608.432.

**ARTICLE X
Profit and Loss**

Profits and losses generated by the business of this Company shall be passed through to the member pursuant to the Operating Agreement which is incorporated herein by reference.

**ARTICLE XI
Additional Members**

The member shall have the right to admit additional members upon terms and conditions unanimously voted on and agreed upon.

**ARTICLE XII
Withdrawal, Retirement, Death, Bankruptcy or Expulsion**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, the remaining members, of any, shall have the right to continue the business of this limited liability company, pursuant to the applicable provisions of the Operating Agreement and the regulations.

**ARTICLE XIII
Dissolution and Liquidation**

Dissolution and liquidation of this limited liability company shall be pursuant to Florida Statute

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§608.441-448, and the Operating Agreement which is incorporated herein by reference; however, the remaining member or members, if any, shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event that terminates the continued membership of a member in the Company.

**ARTICLE XIV
Notice to Members**

All notices to the members of this limited liability company, pursuant to these Articles, shall be deemed effective when given by personal delivery, or by certified mail, return receipt requested.

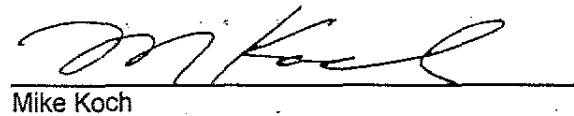
**ARTICLE XV
Amendments**

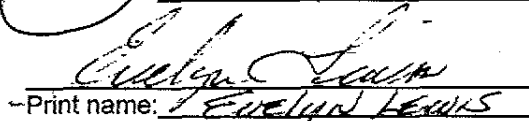
These Articles may be amended from time to time by unanimous consent of the members, and the amendment shall be filed, duly signed by all member(s) of the company, with the State of Florida, Division of Corporations.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on this 10th day of January, 2005.

Attest:

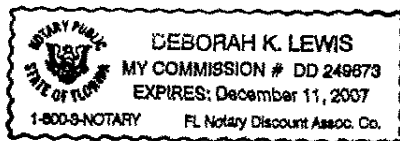

Print name: DEBORAH K. LEWIS

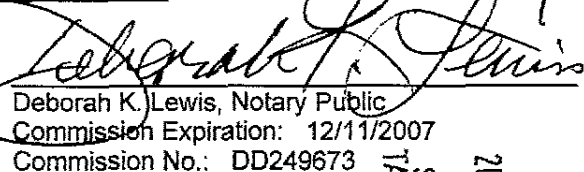

Mike Koch


Print name: EVELYN LEWIS

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 10th day of January, 2005, by Mike Koch, who produced FL DRIVER LICENSE as identification, and who did not take an oath.




Deborah K. Lewis, Notary Public
Commission Expiration: 12/11/2007
Commission No.: DD249673

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