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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: K&W PARTNERS, LLC.

The enclosed Articles of Organization and fee(s) are submitted for filing.
Please return all correspondence concerning this matter to the following:

MURRAY WISE

4309 Crayton Road

Naples, FL 34103

For further information concerning this matter, please call:

Murray Wise (239) 430-6240

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32309

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
K&W PARTNERS, LLC.**

ARTICLE ONE

Name and Address

The name of this Limited Liability Company shall be K&W Partners, LLC. (the Company). The mailing address and street address of the principal office of the Company is 4309 Crayton Road, Naples, Florida 34103.

ARTICLE TWO

Duration

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company, or as provided by law, or as provided by the Company's Operating Agreement.

ARTICLE THREE

Name and Address of Registered Agent

The name and address of the registered agent and office of the Company shall be Mr. Murray R. Wise. 4309 Crayton Road, Naples, Florida 34103.

ARTICLE FOUR

Members

The founding members of the Company are :

Mr. Murray Wise – Managing Member (MGRM)
Jamie Knight

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TALLAHASSEE, FLORIDA

ARTICLE FIVE

Management

Notwithstanding the foregoing the Members hereby initially delegate the conduct of the Company's day to day business to its Manager, Mr. Murray R. Wise whose address is 4309 Crayton Road, Naples, Florida 34103. The manager shall have the authority to take all action deemed necessary or desirable by him for the daily operation of the Company, except as otherwise provided herein or the Company's Operating Agreement.

ARTICLE SIX

Amendments

These articles may be amended from time to time by the written consent of all Members of the Company. The amendments shall be duly signed by the Manager of this Company and filed with The Florida Department of State

ARTICLE SEVEN

Limitations on Members

The members shall not take any action on behalf of this Company that is prohibited by the Florida Limited liability Company Act, or any action that requires consent of all the other Members of the Company without first obtaining the prior written consent of all Members of the Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a member and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE EIGHT

Additional Members

With the written unanimous consent of the members, new members may be admitted into the LLC. upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

ARTICLE NINE

Right to Continue Business

The remaining members of the limited liability company shall have the right to continue 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

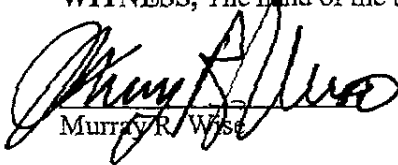
limited liability company as further set forth in the Operating Agreement of the limited liability company.

ARTICLE TEN

Purpose

The purpose of this Limited Liability Company is the transaction of any and all lawful business for which limited liability companies may be organized in the State of Florida.

WITNESS, The hand of the undersigned Managing Member this 13 day of January, 2005.


Murray R. Wise

(In accordance with section 608.408(c), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

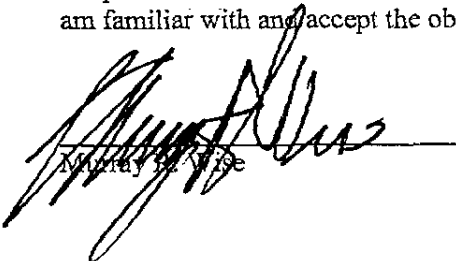
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. NAME: The name of the Limited Liability Company is K&W Partners, LLC.
2. REGISTERED OFFICE: The address of the registered office of the Limited Liability Company is 4309 Crayton Road, Naples, Florida 43103.

3. REGISTERED AGENT: Murray R. Wise is appointed, and by its authorized signature below accepts appointment, to act as the Registered Agent of K&W Partners, LLC.

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 position as registered agent.


Murray R. Wise

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