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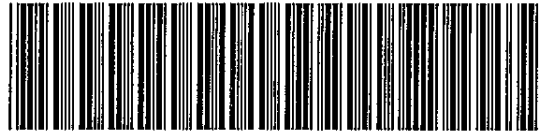
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FILED

WILSON, FORD & LOVELACE, P.A.

ATTORNEYS AT LAW

ROBERT W. WILSON  
EDWIN L. FORD\*  
WILLIAM K. LOVELACE\*  
\*OF COUNSEL      \*LL.M. IN TAXATION

401 S. LINCOLN AVE.  
CLEARWATER, FLORIDA 33756  
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ESTATE PLANNING & ADMINISTRATION  
TAX, CORPORATION & BUSINESS LAW  
REAL PROPERTY LAW

April 14, 2005

VIA AIRBORNE EXPRESS

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Organization for the following Articles of Organizations for filing:

KFR CAPITAL VENTURES, LLC

In addition, I have enclosed my check payable to the Secretary of State in the amount of ~~\$125.00~~ for the filing fee.

Thank you for your assistance with this matter.

Very truly yours,

  
William K. Lovelace

WKL:dkg  
Enclosures

**ARTICLES OF ORGANIZATION**

**OF**

**KFR CAPITAL VENTURES, LLC**

**a Florida Limited Liability Company**

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**ARTICLE I  
NAME**

The name of this Limited Liability Company is KFR CAPITAL VENTURES, LLC (the "Company").

**ARTICLE II  
PURPOSE**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III  
ADDRESS**

The mailing and street address of the Company's principal place of business is 2729 State Road 580, Suite C, Clearwater, Florida 33761.

**ARTICLE IV  
DURATION**

The Company's existence shall commence upon filing with the Secretary of State of Florida, and shall continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the Company is continued by consent of all remaining members.

## **ARTICLE V MANAGEMENT**

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Operating Agreement of the Company.

## **ARTICLE VI MEMBERS**

The name and address of the initial members are as follows:

Kenneth F. Jewell  
2729 State Road 580, Suite C  
Clearwater, Florida 33761

Robert Fontana  
2729 State Road 580, Suite C  
Clearwater, Florida 33761

## **ARTICLE VII ADMISSION OF NEW MEMBERS**

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

## **ARTICLE VIII CAPITAL CONTRIBUTIONS, PROFIT/LOSS ALLOCATION AND MEMBER VOTING**

A. Initial Contributions. The total amount of cash or property to be initially contributed by each of the initial members of the of the Company is as follows:

<u>Name</u>	<u>Amount</u>	<u>Percentage</u>
Kenneth F. Jewell	\$500.00	50%
Robert Fontana	\$500.00	50%

B. Profit/Loss Allocation. The profits and losses of the Company shall be allocated among the members in accordance with the Operating Agreement of the Company.

C. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Operating Agreement of the Company.

D. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Operating Agreement adopted by the Company.

#### **ARTICLE IX ADOPTION OF OPERATING AGREEMENT**

The members shall adopt Operating Agreement for the Company, which Operating Agreement may contain any provision for the regulations and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

#### **ARTICLE X AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

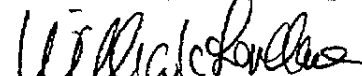
#### **ARTICLE XI INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this limited liability company in the State of Florida is 401 S. Lincoln Ave., Clearwater, Florida 33756. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as WILLIAM K. LOVELACE. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

**THESE ARTICLES OF ORGANIZATION** have been executed by the undersigned member or authorized representative of the member this 14th day of April, 2005.

AUTHORIZED REPRESENTATIVE  
OF KENNETH F. JEWELL



WILLIAM K. LOVELACE, ESQUIRE

STATE OF FLORIDA       )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 14th day of April, 2005, by WILLIAM K. LOVELACE, as Authorized Representative of KENNETH F. JEWELL, who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

*Phyllis Ann Cash*  
Notary Public, State of Florida  
My Commission Expires: 7/30/2006

**PHYLLIS ANN CASH**  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD135918  
EXPIRES 7/30/2006  
BONDED THRU 1-888-NOTARY1

### ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes and Article X of these Articles of Organization, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

William K. Lovelace, Esquire  
401 S. Lincoln Ave.  
Clearwater, Florida 33756

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

  
WILLIAM K. LOVELACE, ESQUIRE