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JOEL A. SAVITT OF COUNSEL SUSAN L. ALSPECTOR ALAN B. GEST

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TELEPHONE (305) 936-8844 FAX (305) 936-1804

VIA FEDERAL EXPRESS

May 2, 2005

Registration Section Florida Department of State Division of Corporations George Firestone Building 409 East Gaines Street Tallahassee, Florida 32399

> Re: Kalpko International, L.L.C. Our File No.: 05-089

Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Organization for "Kalpko International, L.L.C." as a limited liability company. Also enclosed find a check in the amount of \$155.00 payable to the Florida Department of State. This check represents payment as follows:

1. \$100.00 Filing Fee for Articles of Organization.

2. \$25.00 Designation of Registered Agent.

3. \$30.00 Certified Copy.

y truly yours,

JOEL A. SAVITT

JOEL A. SAVITI JAS/em



Enclosures as stated

ARTICLES OF ORGANIZATION

of

KALPKO INTERNATIONAL, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company is **KALPKOV INTERNATIONAL, L.L.C.** (the "Company").

ARTICLE II – ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of the Company is:

18671 Collins Avenue Suite 2201 Sunny Isles Beach, Florida 33160

ARTICLE III -- MAILING ADDRESS OF COMPANY

The mailing address of the Company is:

18671 Collins Avenue Suite 2201 Sunny Isles Beach, Florida 33160

ARTICLE IV -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided the regulations.

ARTICLE V -- MANAGEMENT/MEMBERS

The Company shall be managed by one or more members and is, therefore, a member-managed Company. The name and address of the member-manager who is to serve until the first annual meeting of members or until his successors are elected and qualify are:

NAME

•

ADDRESS

Mikhail Kharlip

18671 Collins Avenue Suite 2201 Sunny Isles Beach, Florida 33160

ARTICLE VI -- REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is Joel A. Savitt, 20801 Biscayne Blvd., Suite 506, Aventura, Florida 33180.

IN WITNESS WHEREOF, the undersigned these Articles of Organization on this <u>2</u> , day of	ed organizer and member has made and executed of April, 2005. Mikhail Karlip Organizer and Member	
STATE OF FLORIDA COUNTY OF MIAMI-DADE Sworn to and subscribed before me this	Notary Public - State of Florida	
Personally Known OR Produced Identification Type of Identification Produced	Print Name of Notary Public	

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of KALPKO INTERNATIONAL, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.

Jdel A. Savitt

Registered Agent



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