

LD5000072929

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

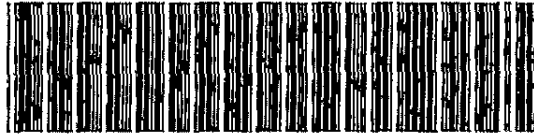
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July 19, 2005

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

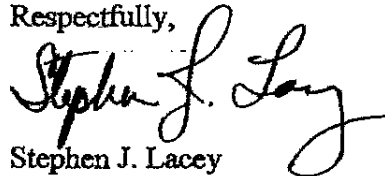
RE: Kaiku, LLC

Dear Sir:

Enclosed are the Articles of Organization of the above named limited liability company for filing. A check in the amount of \$125.00 is included.

Please return a copy of the above filed documents to the undersigned. If you have any questions about this matter, please contact me.

Respectfully,



Stephen J. Lacey

Enclosures
SJL/sm

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**ARTICLES OF ORGANIZATION
OF
KAIKU, LLC**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, does set forth the following:

ARTICLE I

NAME

The name of the limited liability company is KAIKU, LLC (hereinafter referred to as the "Company").

ARTICLE II

PERIOD OF DURATION

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

ARTICLE III

PURPOSE

The purpose for which the Company is organized is to engage in the instruction of Karate and sale of related items and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV

ADDRESS OF PLACE OF BUSINESS

The mailing address for the Company is 1300 Arlington Lane NE, Unit 123, Palm Bay, FL 32909 and the street address of the place of business for the Company is 1300 Arlington Lane NE, Unit 123, Palm Bay, FL 32909. These addresses may be changed from time to time as provided in the Operating Agreement.

ARTICLE V

REGISTERED AGENT

The initial registered agent in Florida for the Company is Daniel Quinn Speir, and the initial registered office is located at 1300 Arlington Lane NE, Unit 123, Palm Bay, FL 32909.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

ARTICLE VII

MEMBERS

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

ARTICLE VIII

CONTINUITY OF BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

ARTICLE IX

MANAGEMENT

The Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers will be designated as the President, Secretary and Treasurer of the Company, and may also be designated as Vice Presidents, Assistant Secretaries, and Assistant Treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Daniel Quinn Speir

Managing Member

ARTICLE X

INDEMNIFICATION

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at Milbaine, FL, Florida, on this 18 day of July, 2005.

KAIKU, LLC, a Florida limited liability company

By: 

Daniel Quinn Speir, Managing Member

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.


Daniel Quinn Speir, Registered Agent

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