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WS-80576
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CommerceLawGroup

a professional limited company

Responding Office:

1115 N.W. 13th St.
Gainesville, FL 32601

August 11, 2005

Via Fed Ex

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

re: KMS Endo Development, LLC

To whom it may concern:

On behalf of the above-referenced Florida limited liability company, I have enclosed one executed original and one photocopy of the following document(s) for immediate filing:

- *Articles of Organization*

In that regard, I have also enclosed one check made payable to the "Florida Department of State" in the amount of \$155.00 to cover the applicable filing fees and request for certified copy of the enclosed filing (articles of organization--\$100.00; registered agent designation--\$25.00; and one certified copy of record--\$30.00).

Once filed, please return the certified copy to my attention at the address listed above. Thanks in advance.

Respectfully,



Rachel K. Bender,
Paralegal

Encl.

Articles of Organization
of
KMS ENDO DEVELOPMENT, LLC

ARTICLE I: NAME

The name of this limited liability company shall be KMS ENDO DEVELOPMENT, LLC (the "Company").

ARTICLE II: MAILING AND STREET ADDRESS

The Company's principal office location and mailing address shall be 7290 SW 42nd Street, Miami, Florida 33155.

ARTICLE III: REGISTERED OFFICE AND AGENT

The registered office of the Company shall be 1115 N.W. 13th St., Gainesville, Florida 32601, and the Company's registered agent at that address shall be Daniel T. White, Esquire.

ARTICLE IV: DURATION OF COMPANY'S EXISTENCE; MEMBER
WITHDRAWAL, RESIGNATION AND TERMINATION

This Company shall have perpetual existence. No member of this Company may withdraw from this Company, except upon the unanimous affirmative action of the Company's members entitled to vote with respect thereto (and specifically excluding the member(s) seeking to withdraw). No member of this Company may resign prior to the dissolution and winding up of this Company, except upon the unanimous affirmative action of the Company's members entitled to vote with respect thereto (and specifically excluding the member(s) seeking to resign). Notwithstanding the foregoing, nothing contained in this Article shall prevent a person's termination as a member of this Company upon the suffering of an event described under Section 608.4237 of the Florida Limited Liability Company Act, as amended (the "Act") or its successor provision.

ARTICLE V: PURPOSE AND POWERS

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company choose to engage in business activities.

ARTICLE VI: ADDITIONAL MEMBERS

No person may be admitted as a member of or to this Company unless formally admitted pursuant to the affirmative action by not less than a majority-in-interest (as defined under the Act) of this Company's members entitled to vote with respect thereto; and then only in strict compliance with the terms and conditions governing any particular admission as may be thereby provided in connection with the admission of any particular person or as may be otherwise set forth in any other applicable provision of this Company's articles of organization and/or its operating agreement.

ARTICLE VII: ASSIGNMENT OF INTEREST

Prior to the dissolution and winding-up of this Company, no interest in this Company of any kind whatsoever shall be transferable or assignable, in whole or in part, directly or indirectly, voluntarily or involuntarily, or whether by any member of this Company or transferee or assignee who is not a duly admitted member, except upon the unanimous affirmative action this Company's members entitled to vote with request thereto (specifically excluding the person(s) seeking to so transfer or assign any such interest); and then only in strict compliance with the terms and conditions of transfer or assignment as may be thereby provided in connection with the transfer or assignment of any particular person or as may be otherwise set forth in any other applicable provision of this Company's articles of organization and/or operating agreement. Any transferee, assignee or other holder of any interest in this Company who shall not be a duly admitted member of or to this Company shall have no vested right, privilege or other entitlement to become or to be admitted as a member of this Company, except as in strict accordance with the manner provided herein. No transferee, assignee or other holder of any interest without being a duly admitted member of this Company shall have any right, privilege or entitlement to otherwise exercise any right or power of a member of this Company (including without limitation exercising any right or power to vote on any matter concerning any aspect of this Company's business or affairs on account of or with respect to any such interest) or, if otherwise allowable, to participate in the management of this Company's business and affairs. Nor shall any holder of any interest in or of this Company, without being a duly admitted member of this Company, have or possess any right, power or authority to grant or appoint to any other person (including any member of this Company), any proxy to vote or otherwise act on behalf of, or with respect to, any such interest. Any attempt to so transfer or assign any interest in this Company, or grant or convey any such proxy, not permitted hereunder shall be void ab initio and without any force or effect.

ARTICLE VIII: AMENDMENT

This Company's articles of organization or operating agreement may only be amended pursuant to the affirmative written action by not less than a majority-in-interest (as defined under the Act) of this Company's members entitled to vote with respect thereto. All amendments, alterations, revisions, restatements or repeals of this Company's operating agreement shall be consistent with its articles of organization then in effect; and in all events any and all amendments, alterations, revisions, restatements or repeals of or to either this Company's articles of organization or its operating agreement shall be in writing.

ARTICLE IX: SEVERABILITY


In the event all or any portion of any provision of the Company's articles of organization is deemed to be unenforceable, the remainder of that or all other provisions shall not be affected thereby and each remaining provision shall be valid and enforceable to the fullest extent permitted by law.

ARTICLE X: MANAGEMENT

The management of this Company shall be solely and exclusively conducted, and vested in, one or more managers, who from time to time shall be duly designated, appointed, elected, removed or replaced by unanimous vote, approval or written consent of all of this Company's members in accordance with the applicable procedures set forth this Company's operating agreement. Accordingly, this Company shall be, exist and operate as a manager-managed company for all purposes under the by the Act. No member, solely by reason of being a member, shall have any authority (apparent or actual) to act on this Company's behalf or to be an agent of this Company for purpose of its business; and no act of any member who is not also a manager, including the signing of an instrument in the Company's name for apparently carrying on in the ordinary course of its business or business of any kind, shall legally bind this Company. Each manager of this Company shall hold office until his (/her/its) successor has been elected and qualified, unless such manager sooner resigns or is removed.

* * * * *

Dated: August 11, 2005.


Daniel T. White, Esquire
Authorized Representative

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CERTIFICATE OF REGISTERED AGENT

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, KMS ENDO DEVELOPMENT, LLC, a limited liability company organized under the laws of the State of Florida, hereby submits the following statement to designate its initial registered office and agent in the State of Florida:

Registered agent: Daniel T. White, Esq.

Registered office: 1115 N.W. 13th St., Gainesville, Florida 32601

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.



Name: Daniel T. White, Esq.

Dated: August 11, 2005

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FLORIDA