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**LAW OFFICES OF DANIEL KEARNEY, P.A.**  
**ATTORNEY AT LAW**

1329 U.S. HIGHWAY 301  
NORTH RIVER BUSINESS CENTER  
PALMETTO, FLORIDA 34221  
USA

W. Daniel Kearney  
Phone: (941) 729-6838  
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E-Mail: UFWDK@AOL.COM

February 24, 2006

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

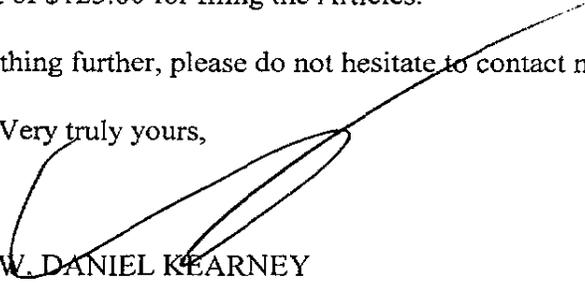
RE: MR. DONAIR, USA, LLC

Dear Sir or Madam:

Enclosed please find the Articles of Organization for the above referenced limited liability company, along with my check in the amount of \$125.00 for filing the Articles.

If you have any questions or need anything further, please do not hesitate to contact me.

Very truly yours,

  
W. DANIEL KEARNEY

WDK\cc

Enclosures

MR. DONAIR(SO-AUTO)SECRETARY OF STATE-LTR

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# ARTICLES OF ORGANIZATION

OF

MR. DONAIR, USA, LLC.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit, with the following Articles serving as the Charter and authority for the conduct of business of the limited liability company.

## ARTICLE I

### NAME

The name of this Corporation is:

MR. DONAIR, USA, LLC.

## ARTICLE II

### MAILING AND STREET ADDRESS

The mailing address and street address of the principal office of the limited liability company shall be located at:

1301 10<sup>th</sup> Street East  
Suite G  
Palmetto, Florida 34221

but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

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### ARTICLE III

#### PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; and to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise express, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

#### ARTICLE IV

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### ARTICLE V

#### MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

AMKI INVESTMENTS, LLC.  
1301 10<sup>th</sup> Street East  
Suite G  
Palmetto, Florida 34221

Keith B. Morrell  
1301 10<sup>th</sup> Street East  
Suite G  
Palmetto, Florida 34221

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ARTICLE VI

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company not be sold or otherwise transferred except with unanimous written consent of all of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a members, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII

CAPITAL CONTRIBUTIONS

Capital contributions in the following amounts shall be paid to the limited liability company by the following members, as indicated:

Keith B. Morrell 1301 10 <sup>th</sup> Street East Palmetto, Florida 34221	\$2,000.00
AMKI Investments, LLC. 1301 10 <sup>th</sup> Street East Suite G Palmetto, Florida 34221	\$4,000.00

Additional contributions to be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportions as follows:

AMKI Investments, LLC.	66 2/3	percent
Keith A Morrell	33 1/3	percent

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ARTICLE VIII  
PROFIT AND LOSSES

(A) Profit Sharing. The members shall be entitled to net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the following share of the distributive share of the profits specified as follows:

AMKI Investments, LLC.	66 2/3 percent
Keith A. Morrell	33 1/3 percent

The distributive share of the profit shall be determined and paid to the members three (3) months after the close of each fiscal year of the limited liability company, absent earlier distribution as agreed upon by the members.

(B) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members as follows:

AMKI Investments, LLC.	66 2/3 Percent
Keith A. Morrell	33 1/3 Percent

ARTICLE IX  
DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE X  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

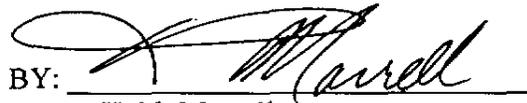
The name and address of the initial registered agent and office of the limited liability company is:

Mr. Keith Morrell  
1301 10<sup>th</sup> Street East  
Suite G  
Palmetto, Florida 34221

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The undersigned, being an original member of the Limited Liability Company, Certifies that this instrument constitutes the proposed Articles of Organization of Mr. DonAir, USA, LLC.

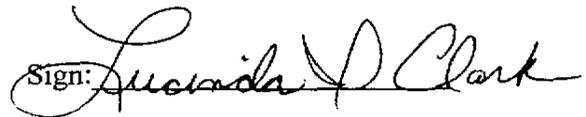
Executed by the undersigned at Palmetto, Florida on Feb. 23, 2006.

BY:   
Keith Morrell

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of Feb., 2006, by KEITH MORRELL, who is the same person described in and subscribing the above Articles of Organization and he acknowledged before me, according to law, that he executed the above Articles as his own free act and deed for the purposes and uses herein set forth and expressed.

SWORN TO AND SUBSCRIBED before me this 23<sup>rd</sup> day of Feb., 2006.  
NOTARY PUBLIC:

Sign: 

State of Florida at Large (seal)  
My Commission Expires:

Personally known to me OR PRODUCED identification \_\_\_\_\_  
Type of identification Produced \_\_\_\_\_.

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STATE OF FLORIDA  
COUNTY OF MANATEE

In pursuance of Sections 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered agent in the State of Florida:

The name of the limited liability company is Mr. DonAir, USA, LLC. and the street address of the company's principal office where the agent is located is 1301 10<sup>th</sup> Street East, Palmetto, Florida 34221.

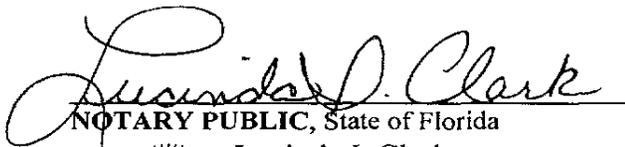
This statement is to acknowledge that, as indicated above, Mr. DonAir, USA, LLC. has appointed me, Keith Morrell, as its registered agent to accept service of process for the company at the place designed above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the operation and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED:

  
Keith Morrell

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The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of Feb, 2006, by Keith Morrell, (  ) who is personally known to me or (  ) who has produced Feb. as identification, and subscribed by me on the 23<sup>rd</sup> day of Feb., 2006.

  
NOTARY PUBLIC, State of Florida

Lucinda I. Clark  
Commission #DD274942  
Print Name of Notary Public  
Bonds Thru 12/31/2007  
Atlantic Bonding Co., Inc.

(Print, type or stamp commissioned name and affix official seal)