

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L06000045937
FILED 8:00 AM
May 03, 2006
Sec. Of State
mthomas

Article I

The name of the Limited Liability Company is:

KEY CAPITAL FUND, LLC

Article II

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

300 N OSCEOLA AVE 5B
CLEARWATER, FL. US 33755

The mailing address of the Limited Liability Company is:

PO BOX 2692
CLEARWATER, FL. US 33757

Article III

The purpose for which this Limited Liability Company is organized is:

FINDING AND INVESTING IN PUBLIC/PRIVATE COMPANIES.□□□□

Article IV

The name and Florida street address of the registered agent is:

J WHITNEY ROBINSON
300 N OSCEOLA AVE 5B
CLEARWATER, FL. 33755

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.

Registered Agent Signature: J WHITNEY ROBINSON

Article V

The name and address of managing members/managers are:

Title: MGRM
J WHITNEY ROBINSON
PO BOX 2692
CLEARWATER, FL. 33757 US

Title: MGRM
MICHAEL S ZIMMER
555 PARK CIRCLE
ELM GROVE, FL. 53122 US

Article VI

The effective date for this Limited Liability Company shall be:

05/02/2006

Signature of member or an authorized representative of a member

Signature: J WHITNEY ROBINSON

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