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2006 MAY 22 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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06 MAY 22 PM 3:44  
DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 124090 4307785

AUTHORIZATION

*[Handwritten signature]*

COST LIMIT : \$ 125.00

FILED  
2006 MAY 22 PM 3:55  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : May 22, 2006

ORDER TIME : 1:45 PM

ORDER NO. : 124090-005

CUSTOMER NO: 4307785

DOMESTIC FILING

NAME: KELLOGG PARTNERS, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Matthew Young - EXT. 2962

EXAMINER'S INITIALS: \_\_\_\_\_

05/09/2006 TUE 14:58 FAX

003/003

05/09/2006 14:32 12127573212

KELLOGG PROPERTIES

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Kellogg Partners, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC" or "L.C.")

**ARTICLE II - Address:**

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

**Principal Office Address:**

c/o Orlando Shader Realty Associates, Ltd.  
2515 Shader Road, Unit 5  
Orlando, FL 32804

**Mailing Address:**

same

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Debbie Stiegel

Name

c/o Orlando Shader Realty Assoc., 2515 Shader Road, Unit 5  
Florida street address (P.O. Box NOT acceptable)

Orlando FL 32804

City, State, and Zip

*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..*

Debbie Stiegel  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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KELLOGG PROPERTIES

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**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

David Kleger - MGRM

c/o Kellogg Properties, Inc.

7 West 51st Street, 5th Floor

New York, New York 10019-6910

David Alport - MGRM

c/o Kellogg Properties, Inc.

7 West 51st Street, 5th Floor

New York, New York 10019-6910

(Use attachment if necessary)

**ARTICLE V: Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)**  
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**REQUIRED SIGNATURE:**

  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

DAVID S. KLEGER

Typed or printed name of signee

**Filing Fee:**

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 20.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)