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LAW OFFICE OF  
CLARK A. STILLWELL, LLC  
ATTORNEY AT LAW

BANK OF INVERNESS BUILDING  
320 U.S. HIGHWAY 41 SOUTH  
INVERNESS, FLORIDA 34450

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caslaw@tampabay.rr.com

MAILING ADDRESS:  
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INVERNESS, FL 34451-0250

October 10, 2006

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Filing of Articles of Organization for K.T.D.R., LLC

To Whom It May Concern:

Please find enclosed the Articles of Organization and Filing Fee for K.T.D.R., LLC.  
Please return all correspondence concerning this matter to:

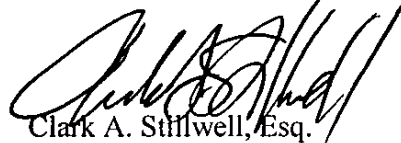
Clark A. Stillwell  
Law Office of Clark A. Stillwell, LLC  
P.O. Box 50  
Inverness, FL 34451-0250

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For further information concerning this matter, please call Clark Stillwell at (352) 726-6767.

Very truly yours,

LAW OFFICE of CLARK A. STILLWELL, LLC

  
Clark A. Stillwell, Esq.

Encls.

**ARTICLES OF ORGANIZATION OF**  
**K.T.D.R., LLC**

The undersigned certify that they have associated themselves 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**  
**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall, **K.T.D.R., L.L.C.**, and its principal office shall be located at **2937 NW 62<sup>nd</sup> Street, Suite 101, Fort Lauderdale, Florida, 33309**, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company shall be **2937 NW 62<sup>nd</sup> Street, Suite 101, Fort Lauderdale, Florida, 33309**.

**ARTICLE II**  
**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. To own and hold real property for investment.

3(a). Subject to No. 1 and No. 2; In general, to carry on any and all incidental business; 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(b). To purchase or otherwise acquire, 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

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Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

3(c). 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.

3(d). 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.

3(e). 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 other incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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 expressed, 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.

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### **ARTICLE III 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 IV MANAGEMENT**

This limited liability company shall be managed by one or more managers. The name and address of the initial manager(s) who shall serve until a successor is elected and qualified is as follows:

Mr. Douglas H. Paton, Managing Partner

2937 NW 62<sup>nd</sup> Street, Suite 101  
Fort Lauderdale, Florida 33309

On general business matters, the signature of only one (1) General Manager shall be required unless the matter involves the sale of real property and then all acting managers will sign on behalf of the Limited Liability Company.

### **ARTICLE V 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 may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, 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.

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## **ARTICLE VI CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by each member in equal shares or contributions of real or personal property as reflected by the operating agreement. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the member(s). Member(s) will make contributions in equal shares.

## **ARTICLE VII PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the 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 distributive share of the profits according to their pro rata interest in the limited liability company as evidenced by their membership units set forth in the Regulations. The distributive share of the profits shall be determined and paid to the members as soon as practicable after the close of each fiscal year.

(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 according to each members pro rata interest in the limited liability company as evidenced by their membership units set forth in the Regulations.

## **ARTICLE VIII DURATION**

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

## **ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 320 U.S. Highway 41, Inverness, Florida 34450, City of Inverness, County of Citrus, State of Florida, and the name of the company's initial registered agent at that address is Clark A. Stillwell.

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The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **K.T.D.R., LLC**.

Executed by the undersigned at Inverness, Florida, on 9/14/06,  
2006

**K.T.D.R., LLC**

By: *Douglas H. Paton*  
Name: Mr. Douglas H. Paton,  
Managing Partner

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of SEPTEMBER, 2006, by DOUGLAS H. PATON, Managing Partner, K.T.D.R., LLC.

is personally known to me \_\_\_\_\_ (yes/no)  
produced identification ✓ (yes/no)  
I.D. produced FL ID No. P350-168-46-244-0 (if applicable)

  
Notary Public



Sandra Smerkers  
Commission #DD242910  
Expires: Aug 19, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.


Name: SANDRA SMERKERS  
Commission Expires: AUG. 19, 2007  
Commission No. DD242910

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for K.T.D.R., LLC, at the place designated in these Articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 09/18/06

LAW OFFICE of CLARK A. STILLWELL, LLC

By:   
Clark A. Stillwell

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