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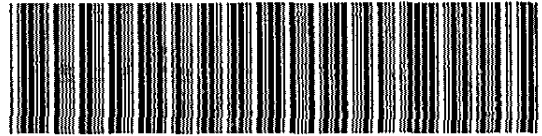
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: KARU KIDS, LLC

(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lauren J. Schindler, Esquire

(Name of Person)

Ryan & Ryan Attorneys, P.A.

(Firm/Company)

11891 U.S. Highway One, Suite 201

(Address)

North Palm Beach, Florida 33408

(City/State and Zip Code)

For further information concerning this matter, please call:

Lauren J. Schindler

(Name of Person)

at (561) 691-1766

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

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

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

KARU KIDS, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on December 5, 2006 and assigned document number L06000116146

SECOND: This amendment is submitted to amend the following:

See Attached Amended Articles of Organization

Dated _____

X Stuart E. Karul

Signature of a member or authorized representative of a member

STUART E. KARUL

Typed or printed name of signee

Filing Fee: \$25.00

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**AMENDED
ARTICLES OF ORGANIZATION OF
KARU KIDS, L.L.C.**

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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. 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 be KARU KIDS, L.L.C., and its principal shall be Stuart E. Karu. Its office shall be located at 105 Schooner Lane, Jupiter, FL 33477, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**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. 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. 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.

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.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of Stuart E. Karu, and the business and affairs of this limited liability company shall be managed under the direction of Stuart E. Karu, the managing member 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

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

Stuart E. Karu
105 Schooner Lane
Jupiter, FL 33477

Tyler Karu
105 Schooner Lane
Jupiter, FL 33477

Timothy Karu
105 Schooner Lane
Jupiter, FL 33477

Cameron Kingston
105 Schooner Lane
Jupiter, FL 33477

Oscar Kingston
105 Schooner Lane
Jupiter, FL 33477

Candace Karu
105 Schooner Lane
Jupiter, FL 33477

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.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$ 100.00 cash shall be paid to the limited liability company by the managing member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members 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 an equal distributive share of the profits or to the distributive share of the profits specified as follows:

Stuart E. Karu	30%
Tyler Karu	20%
Timothy Karu	20%
Carolyn Kingston	20%
Candace Karu	10%

The distributive share of the profits shall be determined and paid to the members on year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being November 29, 2006.

(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 in equal shares.

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ARTICLE VIII
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.

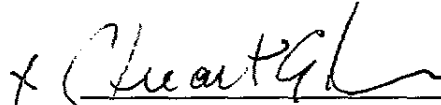
ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is, 105 Schooner Lane, Jupiter, FL 33477, County of Palm Beach, and the name of the company's initial registered agent is James D. Ryan, Ryan & Ryan Attorneys, PA, 11891 US Highway One, suite 201, North Palm Beach, FL 33408.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **KARU KIDS, L.L.C.**

Executed by the undersigned at Palm Beach County on 2/15/07, 2007.

KARU KIDS, L.L.C.

x 

By: STUART E. KARU, Managing Member

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