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TALLAHASSEE FLORIDA

BRADSHAW & MOUNTJOY, P.A.

ATTORNEYS AND COUNSELORS AT LAW

S. MICHAEL MOUNTJOY
R. WESLEY BRADSHAW
DONALD J. BRADSHAW (1927-1985)

209 Courthouse Square
Inverness, Florida 34450
Telephone 352.726.1211
Facsimile 352.726.3180

PLEASE REPLY TO INVERNESS OFFICE

3523 N. Lecanto Hwy
Beverly Hills, Florida 34465
Telephone 352.746.4343
Facsimile 352.746.1773

March 6, 2007

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: KALIE, LLC

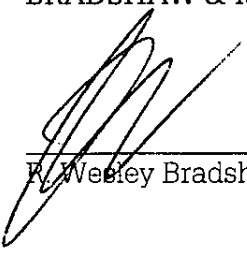
Gentlemen:

Enclosed is our check for \$155.00 and the original Articles of Organization and Statement Designating Registered Agent and Office for the above-referenced limited liability company. Please file same and return a certified copy to us at the address shown above.

If you have any questions, please do not hesitate to contact us.

Sincerely,

BRADSHAW & MOUNTJOY, P.A.


R. Wesley Bradshaw

RWB/kn
Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

KALIE, LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE I - NAME

The name of the limited liability company is KALIE, LLC (hereinafter referred to as the "Company").

ARTICLE II - DURATION

Unless earlier terminated under the Act or the Operating Agreement, period of duration of the Company shall be perpetual.

ARTICLE III - PURPOSE

The purpose for which the Company is organized is to engage in commercial real estate development and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - ADDRESS OF BUSINESS

The mailing address for the Company is 1075 West Gulf to Lake Highway, Lecanto, FL 34461, and the street address of the place of business for the Company is 651 Otis Avenue, Lecanto, FL 34461. These addresses may be changed from time to time as provided in the Operating Agreement.

ARTICLE V - REGISTERED AGENT

The initial registered agent in Florida for the Company is Gregory L. Richardson, and the initial registered office is located at 5545 North Carnation Drive, Beverly Hills, FL 34465.

ARTICLE VI - CAPITAL CONTRIBUTION

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered

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into by the members and which may be amended from time to time in accordance with its terms.

ARTICLE VII – MEMBERS

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

ARTICLE VIII – CONTINUITY OF BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

ARTICLE IX- MANAGEMENT

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify shall be as follows:

Kay D. Richardson
5545 North Camation Drive
Beverly Hills, FL 34465

ARTICLE X – INDEMNIFICATION

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at Inverness, Florida, on this the 5th day of March, 2007.

KALIE, LLC
A Florida Limited Liability Company

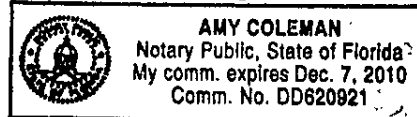
By: Kay D. Richardson
Kay D. Richardson
Managing Member

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TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me on 5th day of March, 2007, by Kay D. Richardson, as Managing Member of KALIE, LLC, who () is personally known to me or ☒ produced FL Drivers license as identification.


Notary Public
My Commission Expires:



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TALLAHASSEE FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

FOR

KALIE, LLC

State of FLORIDA:

County of CITRUS:

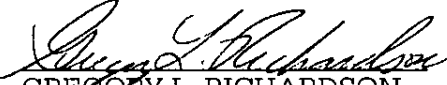
Pursuant to the provisions of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the limited liability company is KALIE, LLC.

2. The name of the registered agent for KALIE, LLC is GREGORY L. RICHARDSON and the street address where the agent is located is 5545 North Carnation Drive, Beverly Hills, FL 34465.

3. This statement is to acknowledge that, as indicated above, KALIE, LLC has appointed me, GREGORY L. RICHARDSON, as its registered agent to accept service of process for the company at the place designated 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 5th day of March, 2007.


GREGORY L. RICHARDSON
5545 North Carnation Drive
Beverly Hills, FL 34465

The foregoing instrument was acknowledged before me this 5th day of March, 2007, by GREGORY L. RICHARDSON, agent on behalf of KALIE, LLC, a limited liability company.

[] who is personally known to me
[x] who produced FL Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the date as shown hereinabove.


NOTARY PUBLIC

