

NO 8295 P_E P. 1/5-1

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

KPCP LATIN BANK INVESTORS I, LLC

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Florida NO. 3255 P. 2/5
Dep. of State



November 28, 2007

BUSH ROSS, P.A.

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: KPCP LATIN BANK INVESTORS I, LLC
REF: W07000057744

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Regulation, resubmit the document and the approval letter to the Division of Corporations for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Regulatory Specialist II

FAX Aud. #: H07000286447
Letter Number: 407A00067444

amended. see attached

**ARTICLES OF ORGANIZATION
OF
KPCP LB INVESTORS I, LLC**

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The undersigned, acting as an authorized representative of the initial members of the above captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of this limited liability company is KPCP LB INVESTORS I, LLC (the "Company") and its principal office and mailing address is 511 W. Bay Street, Suite 300, Tampa, Florida 33606.

**ARTICLE II
EFFECTIVE DATE**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

**ARTICLE III
PURPOSE OF ORGANIZATION**

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

John N. Giordano, Esq.
Florida Bar No.: 0358762
Bush Ross, P.A.
P.O. Box 3913, Tampa, FL 33601-3913
(813) 224-9255
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ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company shall be 220 S. Franklin Street, Tampa, Florida 33602, and the initial registered agent of the Company at such address is John N. Giordano.

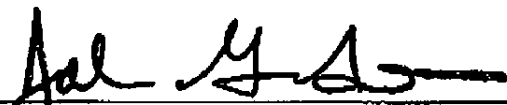
ARTICLE V
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE VI
INDEMNIFICATION

If the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, and the Company's Operating Agreement have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4363, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles of Organization this 27th day of November, 2007.


John N. Giordano, Authorized Representative

NOV. 28. 2007 4:46PM

BUSH ROSS P A

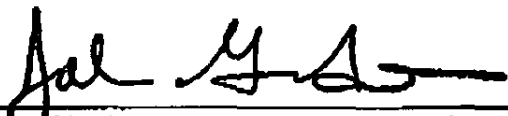
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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

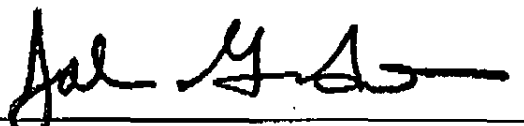
Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, KPCP LB INVESTORS I, LLC desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 S. Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.



John N. Giordano, Authorized Representative

ACKNOWLEDGMENT

I hereby accept my appointment as Registered agent of the above named Company and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.



John N. Giordano

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