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#### DE BEAUBIEN KNIGHT SIMMONS MANTZARIS & NEAL LLP

ORLANDO | TALLAHASSEE | TAMPA WWW.DBKSMN.COM

ORLANDO OFFICE

July 22, 2008

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

RE: KG VENTURES UNLIMITED, LLC

Dear Sir or Madam;

Enclosed please find the executed Articles of Organization and Designation of Registered Agent form for the above referenced KG Ventures Unlimited, LLC. Also enclosed is our check number 158429 payable to the Florida Department of State in the amount of \$125.00 for filing fees and \$30.00 for a Certified Copy of documents for a total of \$155.00. Once the documents have been filed of record, please return them to my attention at our Orlando office location listed above. Thank you in advance for your timely assistance regarding this matter. Should you have any questions, please don't hesitate to contact me.

M. John Morgeson, Jr.

DJM/lds enclosures



#### FLORIDA DEPARTMENT OF STATE Division of Corporations

July 24, 2008

DE BEAUBIEN KNIGHT SIMMONS MANTARIS & NEAL LLP 332 NORTH MAGNOLIA AVENUE ORLANDO, FL 32801

SUBJECT: KG VENTURES UNLIMITED, LLC

Ref. Number: W08000034951

We have received your document for KG VENTURES UNLIMITED, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The complete document was not received.

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) 245-6067.

Letter Number: 008A00042960

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#### ARTICLES OF ORGANIZATION

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SECRETARY OF STATE
FALLAHASSEE FLORIDA

### "KG Ventures Unlimited, LLC"

The undersigned, desiring to form a Limited Liability Company pursuant to the Florida Limited Liability Company Act ("Act"), does hereby certify as follows:

- I. NAME. The name of the limited liability company formed pursuant hereto shall be at all times KG Ventures Unlimited, LLC ("Company").
- II. **PURPOSE AND POWERS.** The Company shall be organized for the purpose of conducting any lawful business, and shall have the same powers as an individual to do all things necessary or convenient to carry out the Company's purpose, business and affairs.
- III. **DURATION.** The Company's term shall commence as of the filing of these Articles with the Secretary of State of Florida and shall be perpetual unless dissolved sooner upon the happening of any mandatory dissolution event as according to the Act or Operating Agreement of the Company.
- IV. PRINCIPAL OFFICE AND MAILING ADDRESS. The initial principal office and mailing address of the company shall be, and all correspondence shall be directed to:

C/O Gul Wadhwani 6300 Kingery Highway, Suite 416-140 Willowbrook, IL 60527

V. AGENT. The Registered Agent of the Company shall be: D. John Morgeson, Jr., Esq., 332 N. Magnolia Avenue, Orlando, Florida, 32801, as according to the "Certificate of Designation of Registered Agent/Office" of the Company, which is attached hereto and made a part hereof by reference.

VI. MANAGEMENT. The Limited Liability Company is to be managed by its members and the name and address of its managing members are:

Gul Wadhwani 1612 Darien Club Drive, Darien, IL 60561

Keval Bassi 2227 Hillsboro Lane Naperville, IL 60654

VII. MEMBERS RIGHTS TO CONTINUE BUSINESS. The right of the members to admit additional members and the terms and conditions of the admissions, and the right of the remaining members to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member shall be as set forth in the Regulations and Operating Agreement.

IN WITNESS WHEREOF, and certifying knowledge of, and compliance with, section 608.408, Florida Statutes (2007), the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true, I hereunto subscribe my name to these Articles of Organization of KG Ventures Unlimited, LLC, this 18 day of \_\_\_\_\_\_\_, 2008.

**GUL WADHWANI** 

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: KG Ventures Unlimited, LLC
- 2. The name and the Florida street address of the registered agent is:

D. John Morgeson, Jr. 332 N. Magnolia Avenue Orlando, Florida 32802

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 pesition as registered agent.

D. John Morgeson, Jr.

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