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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Kilwin's Gulf Coast, LLC

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**ARTICLES OF ORGANIZATION
OF
KILWIN'S GULF COAST, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE 1

The name of the Limited Liability Company is Kilwin's Gulf Coast, LLC.

ARTICLE 2

The Limited Liability Company's period of duration shall be perpetual.

ARTICLE 3

The street address of the initial principal office of the Limited Liability Company is:

9903 Gulf Coast Main Street, Suite 160
Fort Myers, FL 33913

The mailing address of the Limited Liability Company is:

c/o John M. Wicker
Costello, Royston & Wicker, LLP
P.O. Drawer 60205
Fort Myers, FL 33906

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ARTICLE 4

The name and street address of the initial registered agent in Florida shall be:

Name

Address

John M. Wicker

12670 New Brittany Blvd., Suite 101
Fort Myers, FL 33907

ARTICLE 5

The management of the Limited Liability Company shall be initially managed by its Members whose names and addresses are:

Prepared by:
John M. Wicker
Fla. Bar No. 28637

COSTELLO, ROYSTON & WICKER, LLP
P.O. Drawer 60205, Fort Myers, FL, 33906
(239) 939-2222 (voice) (239) 939-2280 (facsimile)

AUDIT NO. H09000018585 3

AUDIT NO. H09000018585 3

<u>Name</u>	<u>Address</u>
Mekhael Investments, LLC	4120 SW 28 th Place Cape Coral, FL 33914
CANUSA-Invest, LLC	4120 SW 28 th Place Cape Coral, FL 33914

ARTICLE 6

The right of the remaining Members of the Limited Liability Company 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 in the Limited Liability Company shall be as follows:

Such remaining Members shall continue the Limited Liability Company if, by majority vote, they elect to do so.

ARTICLE 7

The Limited Liability Company shall indemnify to the fullest extent permitted by the Florida Limited Liability Company Act its Members and or Managers.

ARTICLE 8

Any operating agreement entered into by the members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Organization of the Kilwin's Gulf Coast, LLC, and acknowledged them to be his act on this the 26th day of January, 2009.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalty of perjury that the facts stated herein are true.)

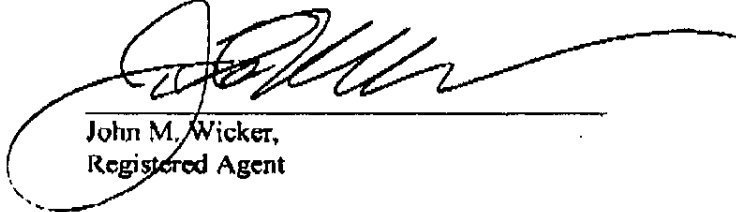

John M. Wicker,
Authorized Representative of a Member

AUDIT NO. H09000018585 3

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

Having been named to act as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in these Articles of Organization, and being familiar with the obligations of this position, I hereby accept the duties of registered agent, agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Acceptance of Duties of Registered Agent of the Kilwin's Gulf Coast, LLC, and acknowledged them to be his act on this the 26th day of January, 2009.



John M. Wicker,
Registered Agent

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