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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

Kemker &amp; Associates, LLC

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EXAMINER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***KEMKER & ASSOCIATES, INC.  
801 West Bay Drive  
Fourth Floor  
Largo, Florida 33770***

Secretary of State  
Florida

Re: Kemker & Associates, LLC.-Name Consent

Dear Sir or Madam:

We have dissolved Kemker & Associates, Inc. (the "Corporation") in the State of Florida and do consent to and acknowledge the formation of Kemker & Associates, LLC in Florida and name similarity of the new entity to be formed.

The undersigned understands that this approval is necessary due to the similarity of the entity names.

Kemker & Associates, Inc.,  
a dissolved Florida corporation

By:   
George Harry Kemker, Jr., President

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ARTICLES OF ORGANIZATION  
OF  
KEMKER & ASSOCIATES, LLC

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The undersigned, authorized representative of a Member of a limited liability company, under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby submits the following Articles of Organization:

ARTICLE I. NAME

The name of the Company shall be Kemker & Associates, LLC.

ARTICLE II. DURATION

The period of the Company's duration shall commence at the date of filing and shall exist perpetually, unless terminated in accordance with the Company's operating agreement.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be 12811 Harborwood Drive, Largo, Florida 33774.

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

George Harry Kemker, Jr.  
12811 Harborwood Drive  
Largo, Florida 33774

A written statement as prescribed by the Florida Department of State pursuant to Section 608.415, Florida Statutes, is attached to these Articles of Organization.

ARTICLE VI. MANAGEMENT

The Company will be manager-managed. The name and address of the initial Manager is George Harry Kemker, Jr., 12811 Harborwood Drive, Largo, Florida 33774.

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ARTICLE VII. WITHDRAWAL

In the event of the withdrawal (within the meaning of §608.427, Florida Statutes) of a Member pursuant to the express terms of the operating agreement, the Member shall be entitled to receive only the distributions and other payments expressly provided for in the operating agreement, regardless of whether such distributions and other payments equal the fair value of such withdrawing Member's interest in the Company as of the date of resignation (within the meaning of §608.427, Florida Statutes) of the Member from the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of a Member has executed these Articles of Organization on this 1ST day of October, 2009.

By: 

George Harry Kemker, Jr.

Registered Agent Acceptance

*I hereby accept the appointment as registered agent of Kemker & Associates, LLC and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

Dated: October 1, 2009

By: 

George Harry Kemker, Jr., Registered Agent

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