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KCP Capital LLC

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**ARTICLES OF ORGANIZATION
FOR
KCP CAPITAL LLC,
a Florida Limited Liability Company**

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

ARTICLE I. NAME

The name of the limited liability company is **KCP CAPITAL LLC** (the "Company").

ARTICLE II. ADDRESS

The mailing address and the street address of the principal office of the Company is 301 Clematis Street, Suite 3000, West Palm Beach, Florida 33401.

ARTICLE III. DURATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are F&L Corp., One Independent Drive, Suite 1300, Jacksonville, FL 32202-5017.

ARTICLE V. MANAGEMENT

The Company shall be a manager-managed company, and the manager of the Company shall be designated in accordance with the Operating Agreement of the Company. The name and mailing address of the initial manager of the Company are RRV Management Group, LLC, 301 Clematis, Street, Suite 3000, West Palm Beach, Florida 33401.

ARTICLE VI. OPERATING AGREEMENT

The power to adopt the Operating Agreement of the Company shall be vested in the members of the Company. The power to alter, amend, or repeal the Operating Agreement of the Company shall be exercised by the members of the Company according to the terms thereof.

Dated this 9th day of October, 2009.


Peter J. Elias, Authorized Representative

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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article IV of the foregoing Articles of Organization for KCP CAPITAL LLC as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 608.415, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as registered agent of the limited liability company.

DATED, this 9 day of October, 2009.

REGISTERED AGENT:

F&L CORP.

By: 
John A. Sanders
Agent and Authorized Agent

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