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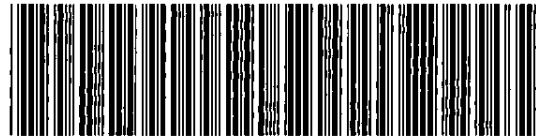
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE LAW OFFICES OF
JUSTIN R. PAYNE, P.A.

JUSTIN R. PAYNE
Of Counsel
MICHAEL S. MINOT

COMMODORE PLAZA
319 RIVEREDGE BLVD.
SUITE 218
COCOA, FLORIDA 32922

(321) 639-1300 Telephone
(321) 639-1303 Facsimile
justinpaynelawoffice@yahoo.com

February 8, 2010

Via U.S. MAIL

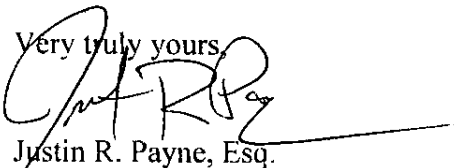
Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: KFLA, LLC

Please find enclosed an original and one copy of the Articles of Organization of KFLA, LLC along with the Certificate of Designation of Registered Agent. A check in the sum of \$155.00 representing the filing fee plus the charge for a certified copy, along with a stamped, self-addressed envelope for return of the certified copy of the Articles are also included.

Thank you.

Very truly yours,



Justin R. Payne, Esq.

JRP/cb

cc: Client

ARTICLES OF ORGANIZATION OF KFLA, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **KFLA, L.L.C.**, and its principal office shall be located at 443 South Street, Pittsfield, MA 01201, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the

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PITTSFIELD, MASSACHUSETTS

Information, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows: RICHARD KIELMAN, 443 South Street, Pittsfield, MA 01201.

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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TALLAHASSEE, FLORIDA

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions with a value of \$100, shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII. PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being January 1, 2009.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII. DURATION

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

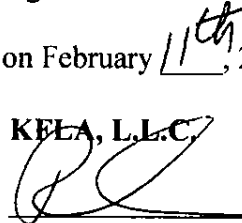
ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 319 Riveredge Blvd., Suite 218, City of Cocoa, County of Brevard, State of Florida, and the name of the company's initial registered agent at that address is JUSTIN R. PAYNE, ESQ.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **KFLA, L.L.C.**

Executed by the undersigned at Cocoa, Florida, on February 11th, 2010.

KFLA, L.L.C.


RICHARD KIELMAN
443 South Street
Pittsfield, MA 01201

**STATE OF FLORIDA
DEPARTMENT OF STATE**

CERTIFICATE Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Members.

The following is submitted, in compliance with Chapter 608.415, Florida Statutes:

KFLA, LLC, a Limited Liability Company organized under the laws of the State of Florida with its principal office at 443 South Street, in the City of Pittsfield, State of Massachusetts 01201, has named Justin R. Payne, Esquire, located at 319 Riveredge Boulevard, Suite 218, Cocoa, Florida 32922, as its agent to accept service of process within this State.

Initial Members:

Name

Specific Address

Richard Kielman

443 South Street
Pittsfield, MA 01201



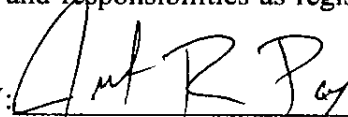
RICHARD KIELMAN

ACCEPTANCE:

I, JUSTIN R. PAYNE, ESQ., as the Registered Agent as designated herein hereby assert that familiar with and accept the duties and responsibilities as registered agent for this Limited Liability Company.

Filing Fee: \$155.00

BY:

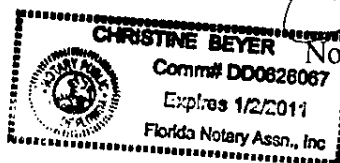


JUSTIN R. PAYNE, ESQUIRE
REGISTERED AGENT

319 Riveredge Boulevard, Suite 218
Cocoa, Florida 32922

STATE OF FLORIDA)
COUNTY OF BREVARD)ss

BEFORE ME, personally appeared JUSTIN R. PAYNE, who is personally known to me and who executed the foregoing instrument on this 11th day of February, 2010.



Christine Beyer

BEFORE ME, personally appeared RICHARD KJELMAN, who is personally known to me and who executed the foregoing instrument on this 11th day of February, 2010.

Christine Beyer
Notary ~ State of Florida

