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TALLAHASSEE, FLORIDA

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PALM BEACH (561) 833-5805
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OFFICES IN

NORTH PALM BEACH, FLORIDA
TAMARAC, FLORIDA

SENT VIA UPS

October 27, 2010

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Kaltbaum Capital Management, LLC

Dear Sir or Madame:

Enclosed for filing please find one original and one copy of the Articles of Organization and Certificate Agent Designation for the above-referenced together with our firm's check in the amount of \$155.00 for your filing fee and certified copy fee. Please forward a certified copy of the Articles of Organization to the undersigned in the self-addressed stamped envelope provided.

Thank you for your assistance with this matter.

Very truly yours,

Mark A. Schaum, Esquire
MAS/nls
Enclosures

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Kaltbaum Capital Management, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark A. Schaum, Esquire

Name of Person

Winter & Schaum, PA

Firm/Company

2300 Corporate Blvd., N.W., Suite 137

Address

Boca Raton, FL 33431

City/State and Zip Code

gkaltbaum@kaltbaum.net

E-mail address; (to be used for future annual report notification)

For further information concerning this matter, please call:

Gary Kaltbaum

Name of Person

at (**888**) **422-5559**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☒ \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

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

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

Kaltbaum Capital Management, LLC

ARTICLE II. ADDRESS

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

201 South Orange Avenue, Suite 1017

Orlando, FL 32801

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Gary Kaltbaum
201 South Orange Avenue, Suite 1017
Orlando, FL 32801

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TALLAHASSEE, FLORIDA

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as follows:

From the date of the formation of the Company, any Person or Entity acceptable to the Members by a vote of Members with a Majority Interest in the Company, either by the issuance by the Company of Membership Interest for such consideration as the Members, holding a Majority Interest, shall determine, or as a transferee of a Member's Membership Interest or any portion thereof, subject to the terms and conditions of the Operating Agreement. No new Members shall be entitled to any retroactive allocation of losses, income or expense deductions incurred by the Company. The Manager may, at his option, at the time a Member is admitted, close the Company books (as though the Company's tax year had ended) or make a pro rata allocation of loss, income and expense deductions to a new Member for that portion of the Company's tax year in which a Member was admitted in accordance with the provisions of Section 706(d) of the Code and the Treasury Regulations promulgated thereunder.

ARTICLE VI. MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, 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:

Permitted as set forth in the Operating Agreement.

A handwritten signature in black ink, appearing to read "Gary Kaltbaum", is written over a horizontal line.

Signature of a member or an authorized representative of a member.

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

Gary Kaltbaum

Typed or printed name of signee

**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:

Kaltbaum Capital Management, LLC

2. The name and the Florida street address of the registered agent are:

Gary Kaltbaum, 201 South Orange Avenue, Suite 1017, Orlando, FL 32801

*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 position as registered agent.*



Gary Kaltbaum