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FLORIDA LIMITED LIABILITY CO.
KALABASH, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
KALABASH, L.L.C.**

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of KALABASH, L.L.C. (the "Company"):

ARTICLE I

NAME

The name of the limited liability company is: **KALABASH, L.L.C.**

ARTICLE II

DURATION

The duration of the Company will be perpetual.

ARTICLE III

ADDRESS

The mailing address and street address of the principal office of the Company is c/o SBC Trust, 8461 Lake Worth Road, Lake Worth, FL 33467.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is Jacqueline E. Cannavan, JACQUELINE E. CANNAVAN, PA, 3440 Hollywood blvd., Suite 415, Hollywood, Florida 33021.

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ARTICLE V

MANAGEMENT

The Company will be managed by a manager or managers to be elected in accordance with the Company's regulations. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, in accordance with the Regulations of the Company, are as follows:

NAME	ADDRESS
SBC TRUST	8461 Lake Worth Road Lake Worth, FL 33467

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ARTICLE VI

ADDITIONAL MEMBERS

The members of the Company shall have the right to admit additional members by the unanimous vote of the members of the Company and conditions of the admission of new members shall be governed by the Company's regulations.

ARTICLE VII

MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's regulations have the right to continue the business of the Company upon 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 of the Company.

ARTICLE VIII

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal

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thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Company and, with respect to any criminal action or proceeding, has no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE IX

EFFECTIVE DATE

Pursuant to Section 608.408(3) of the Act, these Articles of Organization and the existence of the Company shall become effective on February 11, 2011.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned Member of the Company as of February 11, 2011.

MEMBER:

SUB TRUST

By:


MELINDA BLAKELY BEDRAN, OWNER/DIRECTOR

By:


PAUL BEDRAN, OWNER/DIRECTOR

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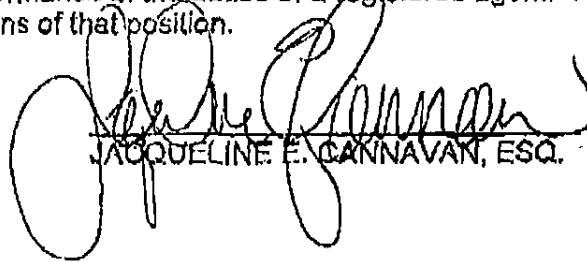
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for KALABASH, L.L.C. in the foregoing Articles of Organization, I, Jacqueline E. Cannavan, Esq., hereby agree to accept service of process for said limited liability company and to comply with all statutes

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relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.


JACQUELINE E. CANNAVAN, ESQ.

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**ORGANIZATIONAL RESOLUTIONS
OF THE MEMBERS AND MANAGERS
OF
KALABASH, L.L.C.
a Florida limited liability company,
IN LIEU OF AN INITIAL ORGANIZATIONAL MEETING**

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The undersigned, being all of the Members and Managers of KALABASH, L.L.C., a Florida limited liability company (the "Company"), waiving all requirements of notice, do hereby consent to the actions specified below and adopt, approve and ratify the following resolutions by written consent, without a meeting, pursuant to the Regulations of the Company:

ARTICLES OF ORGANIZATION

RESOLVED, that the Articles of Organization of the Company, as filed with the Florida Secretary of State, are adopted and approved.

RESOLVED, that a duplicate original of the Articles of Organization of the Company, certified by the Florida Secretary of State, shall be placed into the minute book of the Company as part of its permanent records.

REGULATIONS

RESOLVED, that the Regulations of the Company, a copy of which is filed in the minute book, are hereby approved and adopted as the Regulations of the Company. The Managers hereby authorize, approve and ratify the execution of the Regulations of the Company by SBC TRUST as a duly authorized member, on behalf of the Company.

ELECTION OF MANAGERS

RESOLVED, that the number of Managers of the Company shall initially be one and that SBC TRUST is hereby elected as the Initial Manager of the Company to serve until the next annual meeting of Members or until their successors are duly elected and qualified, pursuant to the Regulations of the Company.

ISSUANCE OF SHARES

RESOLVED, that the consideration of \$1.00 per share for the shares of the Company is, in the judgment of the Managers, equal to the value of one share, and

FURTHER RESOLVED, that the Manager or any Officer, upon the Company's receipt of the full consideration of \$1.00 per share, shall execute and deliver to the following persons membership certificates evidencing the shares of the Company, fully paid and non-assessable, in the following amounts:

<u>Members</u>	<u>Shares</u>	<u>Consideration</u>
SBC TRUST	100%	\$100.00

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TALLAHASSEE, FLORIDA**ELECTION OF OFFICERS**

RESOLVED, that the following persons are hereby elected in accordance with the Regulations of the Company to the offices set forth opposite their respective names below, and shall serve as officers of the Company until the next annual meeting of the Managers of the Company, or until their successors shall be duly elected and qualified in accordance with the Regulations of the Company:

SBC TRUST
SBC TRUSTPresident/Secretary
Vice President/Treasurer**BANK ACCOUNTS, CREDIT CARDS AND CORPORATE BORROWING**

RESOLVED, that each of the Officers and Managers of the Company are hereby authorized, at his discretion and without further action by the Managers:

1. To open, maintain, or discontinue accounts of the Company with any bank or trust company;
2. To deposit or cause to be deposited in those banks or trust companies any of the funds of the Company;

IN WITNESS WHEREOF, the undersigned, being at least one of the members and Managers of the Company, have executed these Organizational Resolutions as of February 11, 2011.

MANAGER:

SBC TRUST

By:


MELINDA BLAKELY-BEDRAN, OWNER/DIRECTOR

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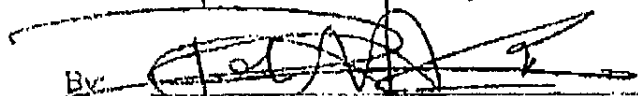
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By: 
PALIT BEDRAN, OWNER/DIRECTOR

MEMBERS:

SBC TRUST

By: 
MELINDA BLAKEY-BEDRAN, OWNER/DIRECTOR

By: 
PALIT BEDRAN, OWNER/DIRECTOR

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