

TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

L 96000000273
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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***337.50 ***337.50

SUBJECT: Kew Capital Partners, L.C.
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy of the articles of organization and a check for :

☐ \$285.00
Filing Fee
& Registered
Agent designation

☒ \$293.75
Filing Fee,
Registered Agent
Designation &
Certificate

☒ \$337.50
Filing Fee,
Registered Agent
Designation &
Certified Copy

☐ \$346.25
Filing Fee,
Registered Agent
Designation,
Certified Copy &
Certificate

FROM: Jeel K. Wilsford
Name (Printed or typed)

511 Rollingview Dr.
Address

Temple Terrace, FL 33617
City, State & Zip

(813) 985 - 3729
Daytime Telephone number

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TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME:

The name of the Limited Liability Company is Kew Capital Partners, L.C.

ARTICLE II - ADDRESS:

The mailing and street address of the principal office of the Limited Liability Company is 306-B Bullard Parkway, Tampa, Florida 33617.

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:

Joel K. Wilsford
511 Rollingview Dr.
Temple Terrace, FL 33617

Additionally, the Limited Liability Company may appoint a board of directors to aid the managing member. The Board will consist of a minimum of three individuals and not exceed seven individuals. The Board will be composed of a minimum of 1/3 of the members to be from outside the Limited Liability Company and the remaining members may be comprised of either outside individuals or Class A members. One Board seat is always reserved for the managing member. All other directors are nominated by the Class A members and appointed upon a simple majority vote.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be admitted as one of two classes of members:

Class A Members comprised of the remaining members and those additional members approved and admitted:

1. through a majority vote by remaining Class A members prior to admittance in accepting the members.
2. upon majority vote approving such additional members to be admitted, said new Class A member is to contribute to the Limited Liability Company an equal portion to the contributions having been made by the remaining members. As an example, if the remaining

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members have contributed \$400,000 to the Limited Liability Company and there are two such members, an approved member to be admitted would contribute \$200,000 in cash, equipment, equity in stocks, services or other goods equal to the required contribution or in any combination thereof as acceptable to the remaining members.

3. upon contribution and approval, the additional member's share would be equal to all other shares and would have all rights and voting privileges as the remaining members' Class A shares.

Class B Members are those additional members approved and admitted:

1. through a majority vote by remaining Class A members prior to admittance in accepting the members as Class B members.

2. upon majority vote approving such additional Class B members to be admitted, said new Class B member is to contribute to the Limited Liability Company an amount of \$50,000.00 per Class B share in cash.

3. Class B shares are limited to only 100 shares being available or upon majority vote by Class A members and upon Board recommendation to increase such number.

4. Class B Members are considered preferred, where preferred means that Class B members receive priority of distributions over Class A members, in all distributions paid by the Limited Liability Company whether those distributions are paid in cash, equity in investments held by the Limited Liability Company. The distributions are cumulative and have a coupon rate of 10%. All distribution payments are subject to board approval.

5. Class B Members have limited rights and as shareholders in the Limited Liability Company do not vote or operate the Limited Liability Company and its management. They are subject to the decisions approved by the Board and/or majority vote of Class A Members and the operational risks of management.

6. Class B Members may sell their share back to the Limited Liability Company upon Board approval and all distributions due the Member as the date of transfer will be paid in cash and/or equities in invested companies and/or some combination thereof at the Board's sole discretion.

ARTICLES VI- MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members may 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. The right to do so shall be upon the unanimous approval of all remaining Class A members and upon the recommendation of the Board.

The Limited Liability Company may either purchase the shares of the member leaving equal to all contributions in cash, service, equities or other goods that have been contributed and any distributions which may be owed to the member from the Limited Liability Company up to the date said member died, retired, resigned, was expelled, or dissolved or the occurrence of the event terminating membership. Such purchase may be in cash, equities or other goods or services acceptable to the Limited Liability Company, its Board, and the terminated member, his heirs, or assigns.

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
OFFICE**

The Florida Limited Liability Company, Kew Capital Partners, L.C., has appointed Joel K. Wilsford to act as their registered agent. The registered agent's address is 511 Rollingview Drive, Temple Terrace, Florida 33617.

I hereby accept appointment as the registered agent for Kew Capital Partners, L.C.

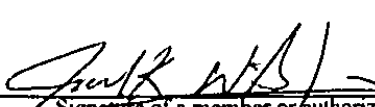

Joel K. Wilsford
Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

Kew Capital Partners, L.C. _____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$1,200.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____.
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$5,000,000.00
- 5) the total amount of 2, 3, and 4 is \$5,001,200.00



Signature of a member or 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.)