

11-13-95 10:56AM

TO 69048254862

P002

**L960000000955**  
**TRANSMITTAL LETTER**  
**FOR FLORIDA LIMITED LIABILITY COMPANY**

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

**SUBJECT:** KKI USA, L.C.  
(Proposed limited liability company name - must include suffix)

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
AUG 28 1996

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:** Michael A. Siragusa, Esquire  
Name (Printed or typed)

Post Office Drawer 3007  
Address

St. Augustine, Florida 32085-3007  
City, State & Zip

(904) 829-9066  
Daytime Telephone number

FILED  
96 Aug 28 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUG 30 1996

BSB

1127

EFFECTIVE DATE

8-26-96

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

W96-18268

UPCHURCH, BAILEY AND UPCHURCH, P. A.

ATTORNEYS AT LAW  
780 NORTH PONCE DE LEON BOULEVARD  
SAINT AUGUSTINE

JOHN D. BAILEY, JR.  
FRANK D. UPCHURCH, III  
THACY W. UPCHURCH  
KATHLEEN OACHTNER JONES

MICHAEL A. SIRAGUSA  
J. DOW COVEY, IV

PLEASE REPLY TO  
POST OFFICE DRAWER 0007  
SAINT AUGUSTINE, FLORIDA 32085-0007

TELEPHONE (904) 825-0000  
TELECOMEN (904) 825-4000

HAMILTON D. UPCHURCH  
FRANK D. UPCHURCH, JR.  
OF COUNSEL

FRANK D. UPCHURCH  
(1994-1995)

August 26, 1996

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: KKI USA, L.C.  
Our File No. 5-96-314

Dear Sir or Madam:

I enclose herewith an original and one copy of the Articles of Organization of the above-named Limited Liability Corporation. Would you please file same and furnish me with a certificate of registration.

You will note that Article VI of the Articles of Organization sets out the name and address of the Registered Agent of the Corporation.

Likewise, enclosed is a check payable to the Secretary of State in the amount of \$293.75 representing your fee to file the Limited Liability Corporation, register the registered agent and return a certificate.

Sincerely yours,

  
Michael A. Siragusa

MAS:sp  
Enclosures



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Northam  
Secretary of State

August 30, 1996

**MICHAEL A. SIRAGUSA, ESQUIRE**  
P. O. DRAWER 3007  
ST. AUGUSTINE, FL 32085-3007

**SUBJECT: KKI USA, L.C.**  
Ref. Number: W96000018268

We have received your document for KKI USA, L.C. and check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 696A00041034

UPCHURCH, BAILEY AND UPCHURCH, P. A.

ATTORNEYS AT LAW  
7110 NORTH PONCE DE LEON BOULEVARD  
SAINT AUGUSTINE

JOHN D. BAILEY, JR.  
FRANK D. UPCHURCH, III  
THACY W. UPCHURCH  
KATHERINE GAERTNER JONES  
MICHAEL A. SIRAGUSA

PLEASE REPLY TO  
POST OFFICE BOX 0007  
SAINT AUGUSTINE, FLORIDA 32085-0007

TELEPHONE (804) 828-8088  
TELECOPIER (804) 828-4888

HAMILTON D. UPCHURCH  
FRANK D. UPCHURCH, JR.  
OF COUNSEL

FRANK D. UPCHURCH  
(804-1988)

September 6, 1996

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: KKI USA, L.C.  
Our File No. 5-96-314

Dear Sir or Madam:

Pursuant to your correspondence of August 30, 1996 (attached), I enclosing herewith an original of the Articles of Organization of the above-named Limited Liability Corporation together with an original Affidavit of Membership and Contribution.

I trust this is all the information needed to file the Articles of Organization but should you require anything further, please call me.

Sincerely yours,

Michael A. Siragusa

MAS:sp  
Enclosures

ARTICLES OF ORGANIZATION

OF

KKI USA, L.C.

FILED

96 AUG 28 AM 10:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned member adopts the following Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act.

EFFECTIVE DATE  
8-26-96

ARTICLE I

Name and Principal Place of Business

The name of the limited liability company shall be KKI USA, L.C. (the "Company"), and the mailing and street address of the Company's principal office shall be located at 4057 Seminole point Court, St. Augustine, Florida 32086. However, the members shall have the power and authority to establish branch offices at any other place or places as they may so designate.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this Company is to engage in any activity or business permitted under the laws of the United States or this State.

ARTICLE III

Duration and Dissolution

A. The Company shall exist for a period of 25 years from August 26, 1996, or until the earlier dissolution as stated herein or pursuant to the Florida Limited Liability Company Act.

B. The Company will dissolve upon the death, incapacity,

retirement, resignation, expulsion, bankruptcy or occurrence of any other event which terminates the continued Membership of a Member in the Company, unless all the remaining Class A Members consent to continuing the business.

#### ARTICLE IV

##### Membership Restrictions

Members shall have the right to admit new members by unanimous consent. The existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

A member's interest in the Company may not be sold or otherwise transferred except with the unanimous written consent of all Class A members.

#### ARTICLE V

##### Management

This Company shall be managed by one manager initially. However, the number of managers may be increased or diminished from time to time by unanimous vote of the members, but shall never be less than one (1) nor more than three (3).

The names and addresses of the persons who shall serve as the initial managers until their successors are elected and qualified are as follows:

##### NAME

CLAUS PETER ROEHR

##### ADDRESS

4057 Seminole Court  
St. Augustine, Florida 32086

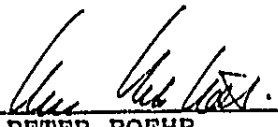
**ARTICLE VI**

**Registered Agent and Office**

The name of the Company's initial registered agent is Claus Peter Roehr, and the street and mailing address of the Company's registered office in Florida is 4057 Seminole Court, St. Augustine, Florida 32086.

**ARTICLE VII**

The Company's existence shall begin at 12:01 a.m. on August 26th, 1996.

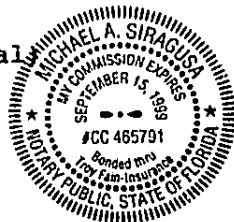
  
\_\_\_\_\_  
CLAUS PETER ROEHR  
Member/Manager

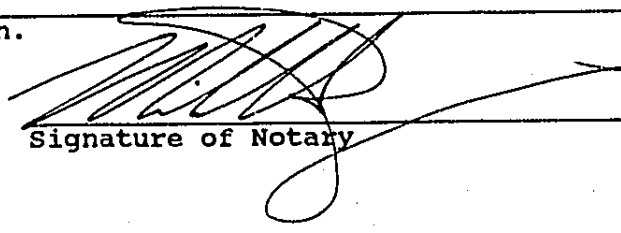
State of Florida  
County of St. Johns

THE FOREGOING instrument was acknowledged before me this 26<sup>th</sup> day of JULY, 1996, by Claus Peter Roehr, who did not take an oath and who: (notary must check applicable box)

☒ is personally known to me.  
☐ produced current driver's license(s) as identification.  
☐ produced \_\_\_\_\_ as  
identification.

(Seal)



  
\_\_\_\_\_  
Signature of Notary

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION**

STATE OF FLORIDA

COUNTY OF ST. JOHNS

In compliance with Florida Statute 608.407(2), the undersigned member of KKI USA, L.C., deposes and says:

1. The limited liability company identified above has at least two members.

2. The total amount of cash contributed by the members is \$ 120,003.00.

3. If any, the agreed value of property other than cash contributed by the members is \$ 0.00. A description of the property is attached as Exhibit "A" and by reference made a part of this affidavit.

4. The total amount of cash or property anticipated to be contributed by the members is \$ 140,000.00. This total includes the amounts specified from 2 and 3 above.

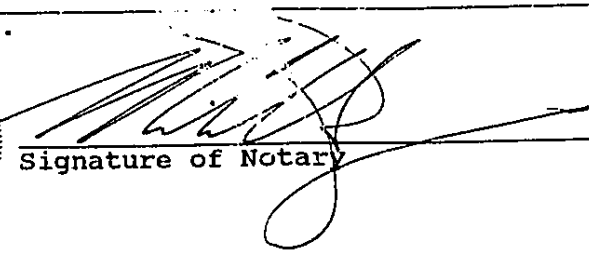
  
\_\_\_\_\_  
CLAUS PETER ROEHR, Affiant

THE FOREGOING instrument was acknowledged before me this 26<sup>th</sup> day of JULY, 1996, by Claus Peter Roehr, who: (notary must check applicable box)

☒ is personally known to me.  
☐ produced current driver's license(s) as identification.  
☐ produced \_\_\_\_\_ as identification.

(Seal)



  
\_\_\_\_\_  
Signature of Notary



ACCEPTANCE BY REGISTERED AGENT

FILED  
96 AUG 28 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I am familiar with and accept the duties and responsibilities required of the Registered Agent for KKI USA, L.C., a Florida Limited Liability Company.

  
\_\_\_\_\_  
CLAUS PETER ROEHR

**L96000000755**

**UPCHURCH, BAILEY AND UPCHURCH, P. A.**

ATTORNEYS AT LAW  
ESTABLISHED 1988

780 NORTH PONCE DE LEON BOULEVARD  
SAINT AUGUSTINE

PLEASE REMIT TO  
POST OFFICE DRAWER 0007  
SAINT AUGUSTINE, FLORIDA 32085-0007

TELEPHONE (804) 888-0066  
FAX (804) 888-4868

JOHN D. BAILEY, JR.  
FRANK D. UPCHURCH, III  
TRACY WILSON UPCHURCH  
KATHERINE GAERTNER JONES  
MICHAEL A. SIRAGUSA

HAMILTON D. UPCHURCH  
FRANK D. UPCHURCH, JR.  
OF COUNSEL

FRANK D. UPCHURCH  
(804-1986)

April 11, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: KKI USA, L.C.  
Our File No. 5-96-314

200002142532--5  
-04/14/97-01150-013  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Dear Sir or Madam:

I enclose herewith an original and one copy of the Certificate of Amendment for the above-named Limited Liability Corporation.

Likewise, enclosed is a check payable to the Secretary of State in the amount of \$52.50 representing your fee to file the certificate.

Sincerely yours,

Michael A. Siragusa

MAS:sp  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 14 PM 12:00

TELE APR 17 1997

**CERTIFICATE OF AMENDMENT**

**FOR**

**KKI USA, L.C.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 14 PM 12:00

Pursuant to the provisions of Section 608.411 of the Florida Statutes, the limited liability company referenced herein adopts the following amendment to its Articles of Organization:

1. The current name of the limited liability company is KKI USA, L.C. (the "Company").

2. The Company's Articles of Organization were filed on August 28th, 1996, and assigned document number L96000000955.

3. The members of the Company amended the name of the Company on November 20th, 1996, from KKI USA, L.C. to:

**"EW USA, L.C."**

4. The foregoing amendment was recommended by the Managers and adopted by the affirmative vote of a majority of the members entitled to vote thereon.

Dated this 10 day of April, 1997.

KKI USA, L.C., a Florida  
Limited Liability Company

By: Claus Peter Roehr

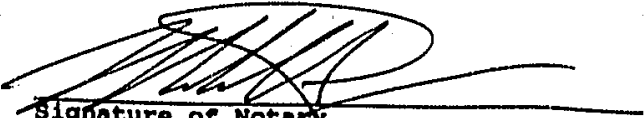
CLAUS PETER ROEHR  
Its Manager

State of Florida  
County of St. Johns

THE FOREGOING instrument was acknowledged before me this 10<sup>th</sup>  
day of April, 1997, by Claus Peter Roehr, who: (notary  
must check applicable box)

☒ is personally known to me.  
☐ produced current driver's license(s) as identification.  
☐ produced \_\_\_\_\_ as  
identification.



  
Signature of Notary

Michael A. Siragusa  
Name of Notary Typed, Printed or Stamped  
My Commission Number: cc 465791  
My Commission Expires: 7-15-99