

THE UNITED STATES  
CORPORATION  
COMPANY

# L98000001084

ACCOUNT NO. : 072100000032

REFERENCE : 888920 4329479

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 285.00

ORDER DATE : July 13, 1998

ORDER TIME : 2:21 PM

ORDER NO. : 888920-005

CUSTOMER NO: 4329479

CUSTOMER: Wendy Anderson, Legal Asst  
BAKER & HOSTETLER

500002587365--9

200 South Orange Avenue  
Suntrust Center Suite 2300  
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: KJD *h* L.L.C. *(10)*

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: *MP*

*7/13/98*

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DIVISION OF CORPORATIONS  
98 JUL 13 PM 3:18

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98 JUL 13 PM 3:26  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 13, 1998

CHRISTOPHER SMITH  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: KJD, L.L.C.  
Ref. Number: W98000015833

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for KJD, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

ALSO, PLEASE NOTE -- Article II states a PRINCIPAL OFFICE address. This is a requirement. But it must also state a MAILIN ADDRESS for the company.

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 (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 298A00037264

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98 JUL 13 PM 3:18  
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 15, 1998

CHRISTOPHER SMITH or JANICE VANDERSLICE  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: KJD, L.L.C.  
Ref. Number: W98000015833

**RESUBMIT**

Please give original  
submission date as file date.

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98 JUL 15 2:08 PM  
98 JUL 15 2:08 PM  
DIVISION OF CORPORATIONS

We have received your document for KJD, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

Apparently the company has decided to use the name KDJM, L.L.C. This is the name indicated on the NEW COVERSHEET. And that name IS AVAILABLE. But you must please change the name on all the LLC documents.

ALSO, please note that in ARTICLE II, there is a PRINCIPAL ADDRESS listed. This address is REQUIRED. But you must ALSO please list a MAILING ADDRESS for the company.

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 (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 298A00037604

**Articles of Organization**

**of**

**KDJM, L.L.C.**

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**ARTICLE I**

Name and Duration

The name of this Limited Liability Company is KDJM, L.L.C. (hereinafter referred to as the "Company"). The duration of the Company shall be fifty (50) years commencing as of the date these Articles are filed by the Secretary of State.

**ARTICLE II**

Principal Office

The mailing address and principal office of the Company is 139 Executive Circle, Suite 201, Daytona Beach, Florida 32114, or such other place as the Members may determine from time to time.

**ARTICLE III**

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 200 South Orange Avenue, 2300 Sun Bank Center, Orlando, Florida 32801. The name of the registered agent at such address is A.G.C. Co.

**ARTICLE IV**

Company Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Company are to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act.

2. In furtherance of its corporate purposes, the Company shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Limited Liability Company Act.

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## ARTICLE V

### Members

The initial members of the Company (the "Members") are:

- (1) Joe McCarthy  
1401 S. Palmetto Avenue, #211  
Daytona Beach, Florida 32114
- (2) Kevin Ream  
654 Marina Point  
Daytona Beach, Florida 32114
- (3) Dave Neubauer  
487 John Anderson Drive  
Ormond Beach, Florida 32176

Additional members may be admitted from time to time only upon the written consent of a majority in interest of the Members, and under the terms and conditions upon which such consent may be conditioned.

## ARTICLE VI

### Management

1. The Members shall elect, by a majority in interest of the Members, managers of the Company to conduct the business affairs of the Company (the "Managers"), in accordance with the Regulations.

2. The following individuals are designated to serve as the initial Managers of the Company until the first annual meeting of the Members:

<u>Name and address</u>	<u>Title</u>
Kevin Ream	President
Dave Neubauer	Treasurer
Joe McCarthy	Secretary

## ARTICLE VII

### Executive Committee

1. The Members shall also elect, by a majority in interest of the Members, an executive board, known as the Board of Governors, that shall direct the overall policy and business of the Company.

2. The number of members of the Board of Governors may be increased or diminished from time to time in accordance with the Regulations; provided, however, there shall never be less than one governor. Each governor shall serve until the next annual meeting of Members or until his successor is elected and qualified.

3. The following individuals are designated to serve as the initial governors of the Company until the first annual meeting of Members:

<u>Name</u>	<u>Address</u>
Joe McCarthy	1401 S. Palmetto Avenue, #211 Daytona Beach, Florida 32114
Kevin Ream	654 Marina Point Daytona Beach, Florida 32114
Dave Neubauer	487 John Anderson Drive Ormond Beach, Florida 32176

## ARTICLE VIII

### Amendment

The Members shall have the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by statute, and all rights conferred upon Members herein are granted subject to this reservation.

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## ARTICLE IX

### Regulations

The power to adopt, alter, amend or repeal Regulations for the management of this Company shall be vested in the Board of Governors or the Members.

## ARTICLE X

### Transferability of Members' Interest

A Member's interest in the Company may be transferred only with the unanimous written consent of all the remaining Members if the transferee intends to become a Member. Without such consent, the transferee shall not be entitled to become a Member or to participate in the management of the Company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

## ARTICLE XI

### Withdrawal, Retirement, Dissolution Death, Bankruptcy or Expulsion

In the event of withdrawal, retirement, dissolution, death, bankruptcy or expulsion of a Member, or the occurrence of any other event that terminates the continued membership of a Member, the Company shall terminate and be dissolved unless the remaining Members shall unanimously elect to remain in existence and continue in business.

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The undersigned, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, do execute, file and record these Articles of Organization, and do certify that the facts herein stated are true.

DATED as of the 10th day of July, 1998.

"Member"

Jennette Richardson  
Print Name: Jennette Richardson

Jacqueline Lachance  
Print Name: Jacqueline Lachance

Joseph J. McCarthy

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STATE OF FLORIDA )  
COUNTY OF Orange ) SS.

The foregoing instrument was acknowledged before me this 10th day of July, 1998, by JOE MCCARTHY, who is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.

(NOTARY SEAL)

Jacqueline Lachance  
(Notary Signature)  
JACQUELINE LACHANCE  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission  
No. \_\_\_\_\_



Jacqueline Lachance  
MY COMMISSION # CC660801 EXPIRES  
September 25, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.



REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Limited Liability Company Act, the following is submitted, in compliance with the statute:

That KDJM, L.L.C., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Organization, at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at the registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Company, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of the statute relative in keeping open the office, and further state that I am familiar with §608.415, Florida Statutes.

A.G.C. Co.

By: Thy Oster

As its: Vice President

DATED: July 10, 1998

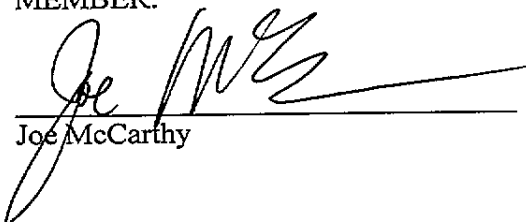
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JUL 13 1998  
TALLAHASSEE, FLORIDA

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of KDJM, L.L.C. deposes and says:

1. the above named limited liability company has at least two members;
2. the total amount of cash contribution by the member(s) is \$ 10.00 ;
3. if any, the agreed value of property other than cash contribution by member(s) is \$ - 0 - . A description of the property is attached and made a part hereto;
4. the total amount of cash or property anticipated to be contributed by member(s) is \$ 10.00 . This total includes amounts from 2 and 3 above.

MEMBER:

  
Joe McCarthy

(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.)

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