

L98000003467

**THE BOGATIN
LAW FIRM, PLC**

A PROFESSIONAL LIMITED LIABILITY COMPANY

1661 INTERNATIONAL PLACE DRIVE, SUITE 300

MEMPHIS, TENNESSEE 38120

TELEPHONE 901-767-1234

FAX 901-767-2803

FAX 901-767-4010

December 18, 1998

VIA FEDEX

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

Re: Three K, LLC
Our File: E5024.50

Dear Sir or Madam:

Enclosed for filing please find the following:

1. Original Articles of Organization;
2. Certificate of Designation of Registered Agent/Registered Office; and
3. Our checks for \$250 for filing the Articles of Organization, and for \$35 for filing the Certificate of Designation of Registered Agent/Registered Office.

Please return a filed copy of the documents in the enclosed self-addressed FedEx envelope.

If you have any problem with the above documents, please notify the undersigned at (904)

Name	767-1234.
Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	/haw DCC
Enclosures	
Acknowledgement	DCC
W. P. Verifier	DCC

Very truly yours,

Robert Mark Field
Robert Mark Field

G. PATRICK ARNOULT
STEPHEN H. BILLER
IRVIN BOGATIN*
H. STEPHEN BROWN
SUSAN CALLISON*
JAMES Q. CARR II^o
TILLMAN C. CARROLL*
MATTHEW P. CAVITCH*
JOHN ANDRÉ CHIAPPELLA*
DAVID J. COCKE
ROBERT MARK FIELD
RUSSELL J. HENSLEY
CHARLES M. KEY†
JAMES STEPHEN KING
WILLIAM H. LAWSON, JR.**
JOHN F. MURRAH^o
DAVID C. PORTEOUS
ARTHUR E. QUINN
THAD S. RODDA, JR.*

C. MICHAEL ADAMS, JR.
C. WILLIAM DENTON
WALTER E. SCHULER

* Professional Corporation
° Licensed Also in Arkansas
^o Licensed Also in Mississippi
• Licensed Also in Ohio
† Licensed Also in Missouri
* Of Counsel

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400002718304--1
-12/21/98--01131--006
*****35.00 *****35.00

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SECRETARY OF STATE

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**ARTICLES OF ORGANIZATION
THREE KE, L.L.C.**

ARTICLE I - NAME

The name of the limited liability company is Three KE, L.L.C.

ARTICLE II -ADDRESS

The mailing and street address of the principal office is:

Three KE, L.L.C.
1700 East Merritt Island Causeway
Merritt Island, FL 32953

**ARTICLE III -DESIGNATION OF
REGISTERED AGENT**

The name and Florida street address of the initial registered agent authorized to accept service of process for the limited liability company are:

Benjamin Braddock
1700 East Merritt Island Causeway
Merritt Island, FL 32953

ARTICLE IV -DURATION

The period of duration of the limited liability company is perpetual.

ARTICLE V -ADMISSION OF ADDITIONAL MEMBERS

The members shall have the right to admit additional members upon an affirmative vote of the members, with each member's vote weighted in proportion to the member's relative capital account; provided, however, that if the capital account of each member is negative or zero, each member shall have one vote.

ARTICLE VI -MANAGEMENT

The limited liability company shall be member managed. The names and addresses of the individuals who will serve as the managing members of the limited liability company are:

L. E. Eleazer, Jr.
3400 Ivy Road
Drawer A
Eads, TN 38028-0212

Catherine D. Eleazer
3400 Ivy Road
Drawer A
Eads, TN 38028-0212

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ARTICLE VII -RIGHT OF MEMBERS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the limited liability company established by these articles, the remaining members shall have the right to continue the business of the limited liability company upon an affirmative vote of a majority of the remaining members.

ARTICLE VIII -AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

In accordance with Section 608.408(3), Florida Statutes, the undersigned member or authorized representative of a member of Three KE, L.L.C certifies under penalties of perjury that the facts set forth herein are true:

- 1) The above-named limited liability company has at least one member;
- 2) The total amount of cash contributed by the members is: \$450,000.00
- 3) The agreed value of property other than cash contributed by members is as follows, a description of which is hereto attached and incorporated by reference: N/A
- 4) The total amount of cash and property contributed and anticipated to be contributed by members is: \$450,000.00

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TALLAHASSEE, FLORIDA



Signature of Member or Authorized Member
Representative

L. E. Eleazer Sr

Name of Member or Authorized Member Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: Three KE, L.L.C.

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

Benjamin Braddock
1700 East Merritt Island Causeway
Merritt Island, FL 32953

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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.


SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent