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JW
ENRICK & ASSOCIATES, C.P.A.

May 19, 1999

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

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-05/20/99--01100--011
****337.50 ****337.50

RE: ARTICLES OF INCORPORATION
K.C. Farms, L.L.C.

Dear Sirs:

Enclosed is the CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/ REGISTERED OFFICE for K.C. Farms, L.L.C., as well as the original ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY K.C. Farms, L.L.C., and the AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS for K.C. Farms, L.L.C. The enclosed check is for filing the Articles, Designation, and a certified copy. Please return all completed documents to the address listed on the letterhead.

Sincerely yours,

John W. Enrick

Wenrick & Associates, C.P.A.

ENCLOSURES

99 MAY 20 AM 10:08

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

with
5/25

4013 W. Linebaugh Avenue • Tampa, FL 33624 • (813) 962-1167

4129 Mallard Drive • Safety Harbor, FL 34695 • (813) 726-7240

Fax (813) 264-7161

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE 1 - NAME

The name of this limited liability company is **K.C. Farms, L.L.C.**

ARTICLE 11 - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 412 E. Madison Street
Suite 1110
Tampa, Fl. 33602

ARTICLE 111 - EFFECTIVE DATE AND DURATION

The Limited Liability Company will have an effective date of May 15, 1999 and will exist for a perpetual period.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be manager/managed. The manager of the L.L.C. shall be as set out in the operating agreement of the L.L.C. with successors selected in accordance with that document. The initial manager is:

Mr. Mark Ferrel
412 E. Madison Street
Suite 1110
Tampa, Florida 33602

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right to admit additional members shall be by unanimous vote of the initial members who shall determine the term and the conditions of admission.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining member or members of the limited liability company shall have the right to 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.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **K.C. Farms, L.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 members is more than \$1,000.
- 3) if any, the agreed value of property, other than cash contributed by members is \$ 0 .
- 4) the total amount of cash or property anticipated to be contributed by members is more than \$1,000. This total includes amounts from 2 and 3 above.


Signature of member

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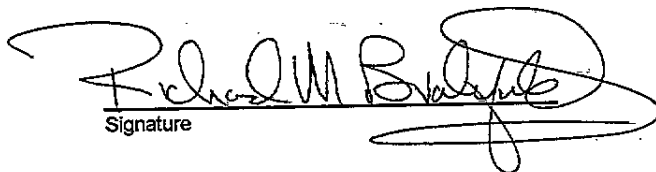
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **K.C. Farms, L.L.C.**
2. The name and address of the registered agent and office is:

Mr. Richard M. Brakefield
412 E. Madison Street
Suite 1110
Tampa, Fl. 33602

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

5/12/99
Date

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