

CAPITAL CONNECTION INC.
417 E. Virginia Street, Suite 200 • Tallahassee, Florida 32302
(850) 224-8770 • 1-800-322-8062 • Fax (850) 224-1227

L99000003503

Kater Enterprises, LLC

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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NYC 6/16/99

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 15, 1999

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: KATER ENTERPRISES, L.L.C.
Ref. Number: W99000013928

We have received your document for KATER ENTERPRISES, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

In addition to the ARTICLES OF ORGANIZATION, you must submit a completed and signed AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. You may use the attached form.,

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: 499A00032148

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TALLAHASSEE, FLORIDA

Corrected

ARTICLES
OF
ORGANIZATION

FOR

KATER Enterprises, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PLACE OF BUSINESS

The name of the limited liability company shall be KATER Enterprises, L.L.C., and its principal office and mailing address shall be 11506 Wightman Lane, in the City of Captiva Island, County of Lee, State of Florida 33924, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities

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of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights and privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any

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act which a limited liability company may not, under Florida law lawfully carry on, exercise, or do.

ARTICLE III

MANAGEMENT

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by unanimous vote of the members of the limited liability company. The names and addresses of the members are as follows: Jeffrey P. Novak, Trustee under Revocable Living Trust dated March 26, 1999, c/o Collman and Hawkins, 1648 Periwinkle Way, Suite B, Sanibel, Florida 33957; and, Kerrie Nadine Novak, Trustee under Revocable Living Trust dated March 26, 1999, c/o Collman and Hawkins, 1648 Periwinkle Way, Suite B, Sanibel, Florida 33957.

ARTICLE IV

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent all members.

On 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, the remaining members have the right to continue the business on unanimous consent of the remaining members.

ARTICLE V

PROFITS AND LOSSES

- (a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of the business of the limited liability company.

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(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by members in equal shares.

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ARTICLE VI

DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 417 E. Virginia Street, Suite 1, Tallahassee, State of Florida and the name of the company's initial registered agent at that address is Capital Connection.

The undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of KATER Enterprises, L.L.C.

Executed by the undersigned at Chicago, State of IL on June 14th, 1999.

JPN
Jeffrey P. Novak, Trustee
Jeffrey P. Novak, Trustee under Revocable
Living Trust dated March 26, 1999,
MEMBER

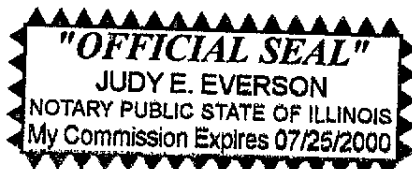
STATE OF ILLINOIS
COUNTY OF COOK

The foregoing instrument was acknowledged before me this 14th day of June, 1999, by Jeffrey P. Novak and Kerrie N. Novak, on behalf of KATER Enterprises, L.L.C, a limited liability company, who are both personally known to me.

Judy E. Everson
Notary Public

SEAL:

My commission expires: 7-25-2000



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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF LEE

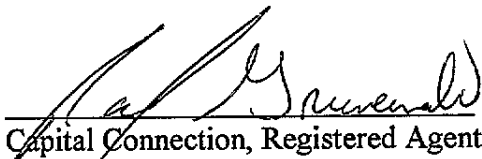
Pursuant to the provisions of Sections 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statements in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is KATER Enterprises, L.L.C.

The name and the Florida street address of the registered agent for KATER Enterprises L.L.C. is Capital Connection, Inc., 417 E. Virginia Street, Suite 1, Tallahassee, Florida 32301.

This statement is to acknowledge that, as indicated above, KATER Enterprises, L.L.C. has appointed Capital Connection, Inc., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: June 14th 1999


Capital Connection, Registered Agent
BY: Paul Grunewald

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of June, 1999 by _____, for Capital Connection, Inc., agent on behalf of KATER Enterprises, L.L.C., a limited liability company, who is personally known to me or who has produced _____ as identification.

Notary Public

SEAL:

My commission expires:

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF ILLINOIS
COUNTY OF COOK

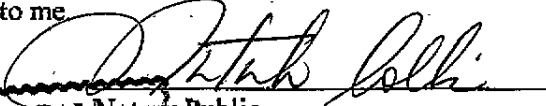
In compliance with FS 608.407(2), the undersigned member or authorized representative of a member of KATER Enterprises, L.L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of the property other than cash contributed by the members is \$ -0-.
4. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes the amounts from 2 and 3 above.


 Jeffrey Novak, Member

STATE OF ILLINOIS
COUNTY OF COOK

The foregoing instrument was acknowledged before me this 15th day of June 1999, by Jeffrey Novak, member, on behalf of KATER Enterprises, L.L.C., a limited liability company, who is personally known to me


 Notary Public

SEAL:

"OFFICIAL SEAL" Notary Public
 Natalie Collins
 Notary Public, State of Illinois
 My Commission Exp. 11/29/2001
 Commission Expires: 11/29/2001