Wednesday, Juna 23, 1998

Division of Corporations

# 

Division of Corporations Public Access System Katherine Harris, Secretary of State

EFFECTIVE DATE

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000015269 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)922-4003

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053 Phone : (305)672-0686 Fax Number : (305)672-9110

Name
Availability

Document
Examiner

Updater

Updater
Verifyer
Acknowledgement
V. P. Verifyer

#### LIMITED LIABILITY COMPANY

Kinrade Commercial Holdings LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$285.00

Electronic Filing Menu

Corporate Filing

Public Access Help

\* Effective

fective Pate is

6/23/99

米

https://cofes1.dos.state.il.us/scripts/sfilcovr.exe

Jennifer

9114719 60

Page: 1

DIVISION OF CORPO

THO RES

# 99 JUN 24 AM 10: 40

# ARTICLES OF ORGANIZATION

#### Article I. Name

The name of this Florida limited liability company is:

Kinrade Commercial Holdings LLC

#### Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

#### Article III. Address

The mailing address and the street address of the principal office of the Company is:

Kinrade Commercial Holdings LLC 1220 North Market Street, Suite 606 Wilmington DE 19801

### Article IV. Registered Agent

The name and address of the registered agent of the Company is: Corporate Creations Enterprises Inc. 941 Fourth Street #200 Miami Beach FL 33139

## Article V. Percentage Interest: Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Registered Agents Ltd. 1220 North Market Street, Suite 606 Wilmington DE 19801 800-441-5940

H99000015269

#### Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of a majority of the remaining members of the Company within 30 days after any of these events.

#### Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

#### Article VIII. Management

The management of the Company is reserved to the managers. The name and address of each manager is:

STERLING MANAGERS LIMITED			
P.O. Box 362 Road Town Tortola, BVI			
MANHATTAN MANAGEMENT COMPANY LIMITED			
The Hallmark Building, Suite 227 Old Airport Road, The Valley Anguilla, BWI			
· · · · · · · · · · · · · · · · · · ·			
*** **********************************			

## Article IX. Purpose of the Company

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

Registered Agents Ltd. 1220 North Market Street, Suite 606 Wilmington DE 19801 800-441-5940

H99000015269

#### Article X. Company Existence

The Company's existence shall begin effective as of June 23, 1999.

AUTHORIZED REPRESENTATIVE OF A MEMBER:

Janet M. Caruccio

Date: Tune 23, 1999

SWORN TO AND SUBSCRIBED before me, a notary public for the State of Delaware, this Decorated day of 19 19 92

Shoranda & Mullian

NOTARY PUBLIC

AMANDA P. CONWAY NOTARY PUBLIC-DELAWARE My Commission Expires April 29, 2001

Registered Agente Ltd. 1220 North Market Street, Suite 606 Wilmington DE 19801 800-441-5940

H99000015269

Copyright @ 1983-1999 CC

THM-SE-80 BS-34 BH

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

LIMITED LIABILITY COMPANY:
Kinrade Commercial Holdings LLC

REGISTERED AGENT/OFFICE:
Corporate Creations Enterprises Inc.

941 Fourth Street #200 Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.

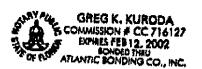
Luis A. Uriarte, President

Date: June 23, 1999

SWORN TO AND SUBSCRIBED before me, a notary public for the State of Florida, this 25 day of June 19 99.

NOTARY PUBLIC

Registered Agents Ltd. 1220 North Market Street, Suite 606 Wilmington DE 19801 800-441-5940



H99000015269

#### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LIMITED LIABILITY COMPANY: Kinrade Commercial Holdings LLC

The undersigned deposes and says:

- i. The above named Company has at least one member.
- 2. The total amount of initial cash contributed by the members is \$10,00.
- 3. The agreed value of property other than cash contributed by the members is zero. (If the members contributed property other than cash, a description of the property is attached.)
- 4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000,00 or less.

AUTHORIZED REPRESENTATIVE OF A MEMBER:

Janet M\ Caruccio

Date: June 23, 1999

SWORN TO AND SUBSCRIBED before me, a notary public for the State of Delaware, this 23 d day of 10 10 19 99

Registered Agents Ltd. 1220 North Market Street, Suita 606 Wilmington DE 19801

800-441-5940

AMANDA P. CONWAY NOTARY PUBLIC-DELAWARE My Commission Expires April 28, 2001

H99000015269

Copyright © 1993-1999 CC

Nd \$2128 66-22-Har

00°4