

L990000006037



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 384808 152008A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 337.50

ORDER DATE : September 23, 1999

ORDER TIME : 2:32 PM

ORDER NO. : 384808-005

900002995589--6

CUSTOMER NO: 152008A

CUSTOMER: Lee Milich, Esq  
LEE MILICH, P.A.  
LEE MILICH, P.A.  
Suite 935  
100 West Cypress Creek Road  
Fort Lauderdale, FL 33309

DOMESTIC FILING

NAME: K.L.P., LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

Name	MJH
Availability	
Document Examiner	
Updater	
Reviewer	
Verifier	
Acknowledgement	
W.P. Verifier	

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DIVISION OF CORPORATIONS  
99 SEP 23 PM 2:16

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99 SEP 23 PM 3:53  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 23, 1999

CSC  
ATTN: JAMELA ABAIED

SUBJECT: K.L.P., LLC  
Ref. Number: W99000022052

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The affidavit must also include the amount anticipated to be contributed.,

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 199A00046735

**RES. MIT**  
Please provide original  
submission with file date  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 SEP 24 AM 11:26

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DIVISION OF CORPORATIONS  
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ARTICLES OF ORGANIZATION  
OF  
K.L.S.C., LLC.

ARTICLE I  
NAME

The name of this limited liability company shall be:

K.L.S.C., LLC

ARTICLE II  
DURATION

This company shall commence its existence on the date of execution and acknowledgement of these Articles of Organization, and shall exist for a period of twenty-nine (29) years.

ARTICLE III  
PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and street address of the principal office of the company is 5311 N. W. 7th Street, Miami, FL 33126.

ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the company's initial registered agent is MICHAEL MARTINEZ, JR., 5311 N. W. 7th Street, Miami, FL 33126.

ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS

The company shall have the right to admit additional members upon a vote of the majority of the members.

ARTICLE VI  
TERMINATION

Upon the death, retirement, resignation or incapacity of Michael Martinez, Jr. or Manuel Iribar, the company shall be terminated.

ARTICLE VII  
MANAGING MEMBERS

The management of the company shall be vested in its members in proportion to their contributions to the capital of the company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members pursuant to §608.422, Fla. Stats. The managing member and its address is: Michael Martinez, Jr., 5311 N. W. 7th Street, Miami, FL 33126. Members' interests in the company shall be evidenced by a liability membership certificate according to the provisions herein.

ARTICLE VIII  
INDEMNIFICATION

The company shall indemnify Michael Martinez, Jr. and Manuel Iribar with respect to any acts committed by them on behalf of the company as provided in §608.4363, Fla. Stats.

ARTICLE IX  
POWERS

The company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the power to:

- 1) Sue or be sued, or complain or defend, in its name.
- 2) Purchase, take, receive, lease, subscribe for, or otherwise acquire, own, hold, improve, vote, use, or otherwise deal in or with real or personal property, or an interest in real or personal property or any legal or equitable property, wherever located.
- 3) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend, or otherwise dispose of, all or any part of its property or assets.
- 4) Make contracts or guarantees, or incur liabilities;

borrow money; issue its notes, bonds, or other obligations; secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company.

5. Lend money, invest or reinvest its funds, or receive and hold real or personal property as security for repayment.

6. Conduct its business, locate offices, and exercise the powers granted by Chapter 608, Fla. Stats., within or without this state.

7. Elect or appoint managers and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.

8. Make and amend its regulations, not inconsistent with the articles of organization or with the laws of Florida, for the administration and regulation of the affairs of the company.

9. Make donations to the public welfare or for charitable, scientific, or educational purposes.

10. Indemnify a member or manager or any other person as provided in Chapter 608, Fla. Stats., against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

11. Cease its activities and surrender its certificate of organization.

12. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

13. Transact any business that will aid governmental policy.

14. Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its managers and employees.

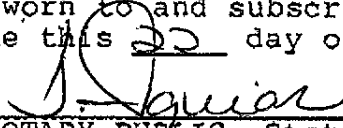
15. Be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity.

16. Make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 22 day of September, 1999.

  
Michael Martinez, Jr.,  
Managing Member

Sworn to and subscribed before  
me this 22 day of September, 1999

  
NOTARY PUBLIC, State of Florida  
My commission expires:

 J. Aguiar  
Commission # CC 763964  
Expires August 2, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in Article IV of these Articles of Organization, the undersigned hereby agrees to act in this capacity, states that he is familiar with and accepts the obligations of that position, and agrees to comply with the complete discharge of his duties.

Dated this 22 day of September, 1999.

  
Michael Martinez, Jr.  
-4- Registered Agent

AFFIDAVIT

STATE OF FLORIDA            )  
                                  SS  
COUNTY OF MIAMI-DADE    )

THIS DAY personally appeared before me, Michael Martinez, Jr., , who being personally known to me and who did take an oath, deposes and says:

1. I am managing member of K.L.S.C., LLC ~~---a~~ Florida limited liability company (the "Company"), the articles of organization of which are filed with the Florida Secretary of State simultaneously with this Affidavit. I make this Affidavit, pursuant to §608.407(2), Fla. Stats.

2. The Company has at least two members.

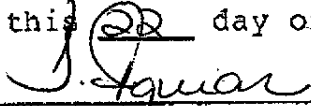
3. The total amount of cash contributed by the members is \$100.00.


4. No property other than cash has been contributed,

FURTHER AFFIANT SAYETH NOT.

  
Michael Martinez, Jr.

Sworn to and subscribed before  
me this 22 day of September, 1999.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Printed Name:  
My commission expires:

 J. Aguiar  
Commission # CC 763964  
Expires August 2, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.