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L99-400006623

October 4, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

200003008842--9
-10/07/99-01081-001
*****125.00 *****125.00

Re: Incorporation of K&D, L.C.

Dear Sir/Madam:

Enclosed please find the original and executed copy of the Articles of Organization of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the sum of \$125.00 for the filing fee.

I would appreciate your returning to this office the Certificate of Incorporation and copy of Articles and receipt as soon as possible.

If you have any questions, please feel free to call me.

Very truly yours,

WILKINS, FROHLICH, JONES
HEVIA, RUSSELL & SUTTER, P.A.

Victor G. Santiago

VGS:nle
Enclosures

L99-400006623

Name	W. P. Verity
Address	
City	
State	
Zip	
Phone	
Fax	
E-mail	
Signature	W. P. Verity

**ARTICLES OF ORGANIZATION FOR K&D, L.C.,
A LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is K&D, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 18440 Paulson Drive, Murdock, FL 33938.

ARTICLE III - DURATION

The period of duration of the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager who is to serve as manager is KARL McCABE, 18440 Paulson Drive, Murdock, FL 33938.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

A new member may be admitted into the Company only if: (i) all the other members approve of such admission; and (ii) said new member executes such instruments as the other members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted to be bound by all of the covenants, terms and conditions of this agreement then in effect. Said new member shall receive a capital interest and an interest in the net profits and net losses and cash flow of the Company in an amount to be determined by all the other members at the time of said admission.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company 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 shall be given provided however that the remaining members, other than the effected member, vote unanimously

FILED
09 OCT -7 PM 5:00
SECRETARY OF STATE
PORT CHARLOTTE, FLORIDA

FILED
99 OCT -7 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

to continue the business of the company.

IN WITNESS WHEREOF, the undersigned, have hereunto subscribed their names and affixed their seals this 4th day of October, 1999.

Witnesses:

[Signature]

[Signature]
KARL McCABE

Ethel M. Keene
As to Karl McCabe

[Signature]

Donald F. McCabe
DONALD F. McCABE

Ethel M. Keene
As to Donald F. McCabe

STATE OF FLORIDA:
COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared KARL McCABE and DONALD F. McCABE, to me known to be the persons described as incorporators or who have produced FLORIDA DRIVERS LICENSE'S as identification, and who executed the foregoing Articles of Organization, and they acknowledged that they executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 4th day of October, 1999.

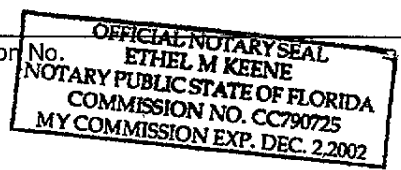
NOTARY PUBLIC:

Ethel M. Keene
Sign

ETHEL M. KEENE

Print Name

Commission



WILKINS, FROHLICH,
JONES, HEVIA,
RUSSELL & SUTTER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
PORT CHARLOTTE, FLORIDA

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

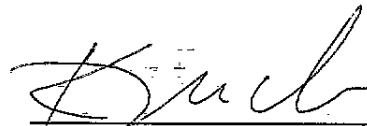
FILED
99 OCT -7 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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&D, L.C.
2. The name and address of the registered agent and office is:

KARL McCABE
18440 Paulson Drive
Murdock, FL 33938

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.



KARL McCABE

Dated: 10/4/99