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MATT MATHEWS, J.D.

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OF COUNSEL

October 26, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

400003026594--2
-10/27/99-01006-003
****155.00 ****155.00

Re: Articles of Organization for
Koala, L.C.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Organization for Koala, L.C. In addition, enclosed is a check in the amount of \$155.00 for the filing fee and certified copy fee. Please file the Articles and return a certified copy to my office in the enclosed preaddressed postage paid envelope.

Please call me if you have questions or need anything further.

Sincerely,



Matt Mathews

MM/prr

Enclosure

cc without enclosures: Edward D. Mathews

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TALLAHASSEE, FLORIDA

10-29-99

ARTICLES OF ORGANIZATION FOR KOALA, L.C.

The undersigned person acting as an organizer and authorized representative of a limited liability company under the Florida Limited Liability Company Act (hereinafter the Act) adopts the following Articles of Organization:

1. **Name.** The name of the limited liability company is KOALA, L.C. (hereafter Company).
2. **Duration.** The existence of the Company shall commence on the filing of these Articles, and its period of duration is perpetual, unless sooner dissolved by the members or as provided by Florida law.
3. **Purpose.** The purpose for which this Company is organized is to conduct any business activities authorized by the Act, and to do any and all things necessary, convenient, or incidental to that purpose.
4. **Principal Place of Business.** The mailing address of the Company is P. O. Box 438 Haines City, Florida, 33844, and the address of its principal place of business is:

1000 US 27 North
Haines City, FL 33844

5. **Registered Agent & Office.** The name of the Company's registered agent whose "Consent to Appointment as Registered Agent" is included with these Articles, is Edward D. Mathews, and the address of the Company's Registered Office is:

1000 US 27 North
Haines City, FL 33844

6. **Additional Capital Contribution of Members.** Capital contributions in addition to the initial capital contributed by the members at formation of the Company shall be required only upon the unanimous vote of the members.
7. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to provisions in the Operating Agreement.
8. **Continuity.** The members of this Company have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in this Company. Continuation may occur

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only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.

9. **Withdrawal of a Member.** The withdrawal of a member from the Company may occur only on terms unanimously agreed by the members in the Operating Agreement and subject to the limitations of Florida law.
10. **Management.** The business of the Company shall be conducted under the exclusive management of its members who shall vote according to their proportionate capital interest in the Company and shall have exclusive authority to act for the Company in all matters.
11. **Non-Registration As Security.** The certificates representing each member's interest in the Company to be issued to subscriber(s) are not registered under state or federal securities laws. The subscriber(s) represent that it is the intent of the Company that the certificates issued comply with the applicable private placement exemptions from registration under federal and state law. All certificates issued shall bear the legend:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN EXEMPTION PROVIDED IN THAT ACT AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION IS NOT REQUIRED UNDER THAT ACT.

The company shall only issue shares to individuals that comply with the private placement rules, i.e. Federal Securities Act §4(2) and §517.061, Fla. Stat., and agree:

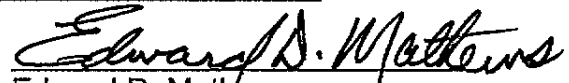
- i. That no offer or sale of certificates in the company shall be made to a nonresident of the State of Florida;
- ii. That no offer or sale of certificates in the company shall be made to more than 35 purchasers for a period in excess of 12 months.
- iii. That no general solicitations or advertisements of an offer or sale of certificates in the company shall occur in Florida or any other state;
- iv. That before any sale of certificates in the company, each purchaser shall be given reasonable access to full and fair disclosure of all material information concerning the company;
- v. That no person shall be paid a commission for the sale of certificates in the company or otherwise receive compensation for the sale of certificates in the company; and

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vi. That if sales are made to five or more persons in Florida, the purchasers shall be given a three (3) day right of rescission in accordance with §517.061(11)(a)(5).

12. **Counterparts.** This agreement may be executed in counterparts, all of which shall be deemed to be one and the same instrument, and it shall be sufficient for each party to have executed at least one, but not necessarily the same, counterpart.

Dated this 22 day of OCTOBER, 1999.


Edward D. Mathews
Organizer and Member

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, EDWARD D. MATHEWS, accept appointment as registered agent, and further state that I am familiar with the duties of a registered agent.


Edward D. Mathews
Registered Agent

OCTOBER 22, 1999
Date

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