

NOV-09-1999 16:02

EMPIRE CORP

305 541 3770 P.01/06

Division of Corporations

Page 1 of 2

L990000007607

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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.

((H99000028523 1)))

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 : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 541-3694

Fax Number : (305) 541-3770

RECEIVED
69 NOV -9 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
69 NOV -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

KED FINANCIAL GROUP, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

L99-7607

Name	OK 11-10
Availability	
Document	OK
Examiner	OK
Updater	OK
Modeler	OK
Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

⑥ H99000028523

**ARTICLES of ORGANIZATION
of
KED FINANCIAL GROUP, LLC,
A Florida Limited Liability Company**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **KED FINANCIAL GROUP, LLC**, a Florida Limited Liability Company (hereinafter referred as the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 6191 Orange Drive, Suite 4468, Davie, FL 33314.

ARTICLE III -- DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Kenneth M. Goss, 6191 Orange Drive, Suite 4468, Davie, FL 33314.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth as follows:

Goss Venture Limited Partnership, a Nevada Limited Partnership - \$5,000.00

H99000028523

FILED
NOV - 9 PM 5:09
CLERK OF COURT
STATE OF FLORIDA

H99000028523**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except upon the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her or its interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her or its interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Kenneth M. Goss, 3487 Derby Lane, Weston, FL 33331.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed

FILED
89 NOV -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32304

H99000028523

H99000028523

these Articles of Organization at Davie, Florida, on the 5 day of November, 1999.

Goss Venture Limited Partnership,
a Nevada Limited Partnership

By: Goss Venture, Inc.,
a Nevada corporation,
general partner

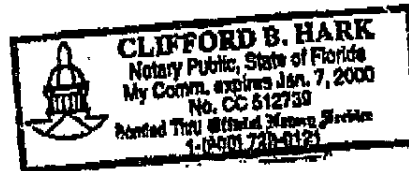
By: Kenneth M Goss
Kenneth M. Goss, President

Sworn to and subscribed before me this 5 day of November, 1999 by Kenneth M. Goss, who is personally known to me or who has produced _____ as identification and did take an oath.

Clifford B. Hark
Notary Public -- State of Florida

Name: CLIFFORD B. HARK

(Seal)



FILED

99 NOV -9 PM 5:00

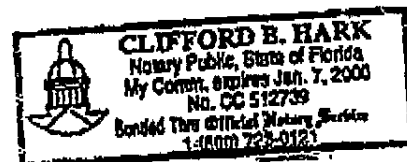
CLERK OF STATE
TALLAHASSEE, FLORIDA

H99000028523

H99000028523**THE AFFIANT SAYS NOTHING FURTHER**Dated: November 5, 1999Goss Venture Limited Partnership,
a Nevada Limited PartnershipBy: Goss Venture, Inc.,
a Nevada corporation,
general partnerBy: Kenneth M. Goss
Kenneth M. Goss, PresidentSworn to and subscribed before me this 5 day of November, 1999 by Kenneth
M. Goss, who is personally known to me or who has produced _____ as
identification and did take an oath.Clifford B. Hark
Notary Public - State of FloridaName: CLIFFORD B. HARKPersonally Known
OrProduced Identification

Type of Identification Produced _____

(Seal)



FILED

NOV -9 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**H99000028523**

H99000028523

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

Under the provisions of F.S. 608.414 or 608.507, **KED FINANCIAL GROUP, LLC**, a Florida Limited Liability Company, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **KED FINANCIAL GROUP, LLC**.
2. The name and street address of the registered agent in Florida are:

Kenneth M. Goss, 6191 Orange Drive, Suite 4468, Davie, FL 33314

The undersigned, being the person named in the Articles of Organization of **KED FINANCIAL GROUP, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Kenneth M. Goss, Registered Agent

11/5/99

FILED
NOV -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32399

H99000028523