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Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY

smart property investments LLC.

Certificate of Status	0
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ARTICLES OF ORGANIZATION
OF
SMART PROPERTY INVESTMENTS L.L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of the limited liability company is SMART PROPERTY INVESTMENTS L.L.C.
2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. Mailing Address and Street Address. The Company's mailing and street address is:
2742 Biscayne Blvd, Miami, FL 33137
4. Registered Agent and Office. The name of the initial registered agent of the Company is Elena Paz. The street address of the initial registered agent of the company is:
2742 Biscayne Blvd. Miami, FL. 33137.
5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

Prepared by: Richard Waserstein

Waserstein Law Building
913 Normandy Drive (71 St. Street)
Miami Beach, Florida 33141

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6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

7. Management of the Company. The managements of the limited liability company is reserved to the members. The followings persons will initially be the day-to-day managing members:

1. Arie Paz
2742 Biscayne Blvd.
Miami, FL 33137

3. Ricardo Paz
2742 Biscayne Blvd
Miami, FL 33137

2. Elena Paz
2742 Biscayne Blvd
Miami, FL 33137

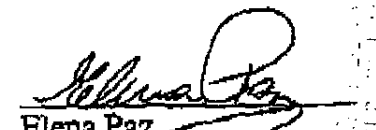
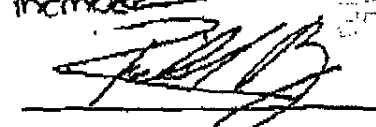
8. Regulations. The members shall have the power to adopt, alter, amend, or repeals regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed this company on

January 8 2003.


Arie Paz


Elena Paz
member

Ricardo Paz
member

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

Pursuant to the Provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designation of the Registered Office/Registered Agent, in the State of Florida.

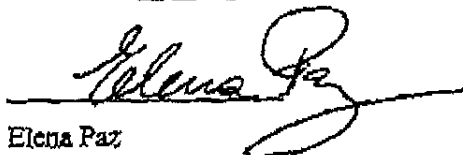
1. The name of the Limited Liability Company is:
SMART PROPERTY INVESTMENTS LLC

2. The names and address of the Registered Agents and offices is:

Elena Paz
2742 Biscayne Blvd.
Miami, FL 33137

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.

Dated this 8 day of January 2003.


Elena Paz

Registered Agent

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