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LIMITED LIABILITY COMPANY

SMITH AND GONZALES, LLC

Certificate of Status	0
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Page Count	05
Estimated Charge	$337.50

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August 27, 1999

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,

SUBJECT: SMITH AND GONZALES, LLC
REF: W99000019998

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

No "Exhibit A" was received.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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ARTICLES OF ORGANIZATION

OF

SMITH AND GONZALES, LLC

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 Smith and Gonzales, LLC("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 338 Minorca Avenue, Coral Gables, Florida 33134.

ARTICLE III -- DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall terminate not later than 2030 A.D., unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the company in the State of Florida is CT Corporation Systems, 1200 S. Pine Island Road, Plantation, Florida 33324.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The member of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

THIS INSTRUMENT PREPARED BY:
Pedro R. Carrillo, ESQUIRE
Vila, Padron & Carrillo, P.A.
338 MINORCA AVENUE
CORAL GABLES, FL. 33134
TELEPHONE (305) 461-4888
FLORIDA BAR #104345

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ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Members shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with 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 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 the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

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 the consent of all the remaining members, provided there are at least two 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 signing these Articles is Laetitia Catherine Muller, 5 avenue Wilson, 94340 - Joinville, France.

ARTICLE X - INDEMNIFICATION AND LIABILITY

The Company may, as determined by the manager of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the regulations of the Company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization in Miami, Florida, on this ___ day of ________, 1999.

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ACCEPTANCE OF REGISTERED AGENT H99000021564

The undersigned, being the person named in the articles of organization of Smith and Gonzales, 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 appoinment 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 accept the obligations of the position of Registered Agent.

CT CORPORATION SYSTEMS

By: Vicky Goldstein

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY
Registered Agent

STATE OF FLORIDA)

COUNTY OF Broward) *ss.*

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Vicky Goldstein, *as* Special assistant secretary *of CT Corporation Systems, known to me and known by me to be the person, who, as organizer, executed the foregoing Acceptance and acknowledged before me that he executed same knowingly and voluntarily.*

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26th *day of* August, *1999.*

Joan T. Warren
NOTARY PUBLIC, State of Florida
Printed Name of Notary Public JOAN WARREN
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
JOAN T WARREN
COMMISSION NUMBER
CC605658
MY COMMISSION EXPIRES
DEC. 8,2000

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KINGDOM OF BELGIUM
CITY OF BRUSSELS
EMBASSY OF THE UNITED
STATES OF AMERICA } SS.

P.I.F. S.A.

By: ______________________ AUG 23 1999

BELGIUM)
)
CITY OF BRUSSELS) *ss.*

Before me, a United States Consul at *City and Country set forth above, personally appeared* Jean Alban REDMAN *as* Administrator *of P.I.F. S.A., known to me and known by me to be the person, who, as organizer, executed the foregoing Articles of Organization and acknowledged before me that she/he executed those Articles of Organization.*

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the City and Country aforesaid, this 23rd *day of* August *, 1999.*

Joseph M. Pomper

Joseph M. Pomper
Consul of the
United States of America

Commission expiration
date: not applicable

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Smith and Gonzales, LLC, deposes and says:

1. *The above named limited liability company has at least one member.*

2. *The total amount of cash contributed by the member is $20,000.00.*

3. *If any, the agreed value of property other than cash contributed by member is $0.*

4. *The total amount of cash or property anticipated to be contributed by members is $20,000.00 This total includes amounts from 2 and 3 above.*

THE AFFIANT SAYS NOTHING FURTHER

P.I.F. S.A.

KINGDOM OF BELGIUM
CITY OF BRUSSELS
EMBASSY OF THE UNITED STATES OF AMERICA } SS.

By: ____________________ AUG 2 3 1999

Dated AUG 2 3 1999, *1999*

BELGIUM)
)
CITY OF BRUSSELS) *ss.*

Before me, a U.S. Consul at the *City and Country set forth above, personally appeared* Jean Alban ROOMAN *as* Administrator *of P.I.F. S.A., known to me and known by me to be the person, who, as organizer, executed the foregoing Articles of Organization and acknowledged before me that she/he executed those Articles of Organization.*

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the City and Country aforesaid, this 23rd *day of* August *, 1999.*

Joseph M Pomper

Commission expiration date : not applicable

Joseph M. Pomper
Consul of the
United States of America

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