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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

SML, LC

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
- OF -
SML, LC**

The undersigned, for the purpose of forming a limited liability company under Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of this limited liability company is SML, LC.

ARTICLE II - DURATION

This limited liability company shall exist until December 31, 2035 at which time this limited liability company shall terminate and cease to exist.

ARTICLE III - PURPOSE

This limited liability company is organized for the purposes of engaging in any lawful activities or lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT
AND BUSINESS, MAILING AND PRINCIPAL ADDRESS
OF THE LIMITED LIABILITY COMPANY**

The street address of the initial registered office of the limited liability company is 511 NE Third Avenue; Second Floor, Ft. Lauderdale, Florida 33301, and the name of the initial registered agent of the limited liability company at that address is JOSH N. BENNETT. The principal business office, mailing and street address of this limited liability company shall be c/o: 511 NE Third Avenue; Second Floor, Ft. Lauderdale, Florida 33301.

ARTICLE V - ORGANIZER

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Josh N. Bennett	511 NE THIRD AVENUE; 2 ND FLOOR FT. LAUDERDALE, FLORIDA 33301

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ARTICLE VI - MANAGEMENT

This limited liability company shall be managed by the member who is to serve as such until its successor is elected and qualified. The members' names and address are as follows:

<u>Members' Name</u>	<u>Address</u>
THE NEPTUNE TRUST	TrustNet(Cook Islands) Limited
THE VENUS TRUST	CDIB BUILDING, AVARUA
THE JUPITER TRUST	RAROTONGA, COOK ISLANDS

ARTICLE VII - CASH CONTRIBUTED TO THE COMPANY

The total amount of cash contributed to the company by the members is:

<u>Name of Cash Contributing Members</u>	<u>Amount</u>
THE NEPTUNE TRUST	\$100.00
THE VENUS TRUST	\$100.00
THE JUPITER TRUST	\$100.00

ARTICLE VIII - OTHER PROPERTY CONTRIBUTED TO THE COMPANY

There shall be no additional property contributed to the limited liability company by the members at this time.

ARTICLE IX - REGULATIONS

The power to adopt, alter, amend or repeal regulations shall be vested with the members.

ARTICLE X - POWERS

The limited liability company shall have all of the limited liability company powers enumerated in the Florida Limited Liability Companies Act.

ARTICLE XI - INDEMNIFICATION

The limited liability company shall indemnify its members to the full extent permitted by law.

ARTICLE XII - AMENDMENT

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The limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization or amendment thereto, and any right conferred upon the member is subject to this reservation.

ARTICLE XIII - ADDITIONAL MEMBERS

The limited liability company reserves the right to admit additional members and they must be voted in as additional members by a majority of the members.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization this 15th day of August, 2000.



JOSH N. BENNETT,

as an authorized representative of a member

STATE OF FLORIDA

)

:SS.:

COUNTY OF BROWARD

)

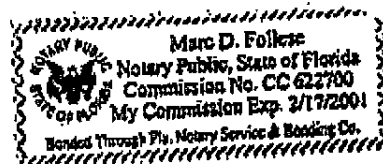
BEFORE ME, the undersigned authority, personally appeared **JOSH N. BENNETT**, to me well known, and known to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 15th day of August, 2000.



NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



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TALLAHASSEE, FLORIDA

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DESIGNATION OF RESIDENT AGENT

Certificate Designating Place of Business or Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

(Attached to the Articles of Organization
SML, LC
and Made a Part Thereof)

Pursuant to Chapters 48.091 and 608.415, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Organization of said limited liability company to which this document is attached:

THAT, SML, LC, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Organization in the City of Ft. Lauderdale, County of Broward, State of Florida, has named JOSH BENNETT, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



JOSH BENNETT,
Resident Agent

STATE OF FLORIDA)

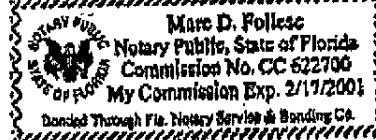
:SS.:

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JOSH BENNETT, to me well known, and known to me to be the individual described in and who executed the foregoing acceptance as subscriber thereto.

WITNESS my hand and official seal this 15th day of August, 2000.

NOTARY PUBLIC, State of Florida at Large
My Commission Expires: 2/1/2001



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