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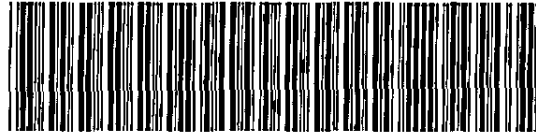
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A. JEFFREY BARASH, P.A.

ATTORNEY AT LAW
1140 KANE CONCOURSE - FOURTH FLOOR
BAY HARBOR ISLANDS, FLORIDA 33154-2055

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FLORIDA, NEW YORK & CALIFORNIA
FLORIDA BOARD CERTIFIED TAX ATTORNEY

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March 28, 2005

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: S.E.M.K.P., L.C.

Gentlemen:

Please find enclosed the following documents required to create the above-referenced limited liability corporation:

1. Articles of Organization.
2. Certificate of Designation of Registered Agent and Office.
3. Affidavit of Membership and Contributions.

Also enclosed find our check payable to your order in the sum of \$125 in payment of the filing fees for the limited liability company and for designation of registered agent.

Kindly forward the official receipt and charter for the above corporation as soon as possible.

Thanking you for your cooperation,

Very truly yours,

A. JEFFREY BARASH
For the Firm

AJB/lr
encls.

cc: Mr. & Mrs. Stephen E. Rose

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**ARTICLES OF ORGANIZATION
FOR
S.E.M.K.P., L.C.**

ARTICLE I - NAME

The name of this limited liability company shall be S.E.M.K.P., L.C.

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be c/o Mr. & Mrs. Stephen E. Rose, 4870 N. Hills Drive, Hollywood, FL 33021

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent are:

A. JEFFREY BARASH, P.A. ✓
1140 Kane Concourse
Bay Harbor Islands, FL 33154

ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of existing members.

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ARTICLE VII - INITIAL MANAGERS

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have two managers. The number of managers of this company may be changed in accordance with the regulations of the company. The names and address of the initial two (2) managers are as follow:

STEPHEN E. ROSE and ELLEN ROSE
4870 N. Hills Drive, Hollywood, FL 33021

The initial managers shall serve until the first annual meeting of members or until their successors are elected and qualified or until the death or resignation of the survivor of them.

ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the majority vote of the members.

ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The member(s) remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member have the right to continue the business of this limited liability company subject to approval by majority vote of the remaining member(s); provided that at least one member remains.

ARTICLE X - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this day of March, 2005.

for Stephen E. Rose
Authorized Representative of the Member(s)

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

The name of the limited liability company is:

S.E.M.K.P.,L.C.

The name and address of the registered agent and office is:

A. JEFFREY BARASH, P.A.
1140 Kane Concourse
Bay Harbor Islands, FL 33154

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent.

A. JEFFREY BARASH, P.A.

By: 
A. JEFFREY BARASH

Dated: March 28, 2005

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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