

Armando Oliveros, Jr., P.A.

L00000004691

Suite 200
815 Ponce de Leon Boulevard
Crestview, Florida 33124

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March 2, 2000

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-03/03/00--01008--006

***125.00 ***125.00

500003163105--8

-04/24/00--01138--001

*****30.00 *****30.00

Re: **R.L. Smith Investments, Inc., L.L.C.**

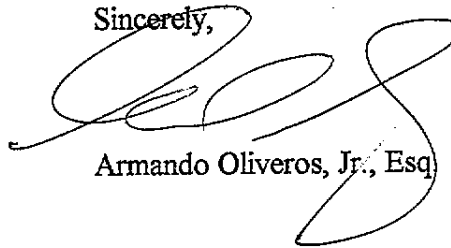
Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Organization for the above referenced limited liability company, together with a check in the amount of \$125.00 for the filing fee.

Please provide the undersigned with the letter of acknowledgment upon this incorporation.

If you have any questions, please do not hesitate to contact me. Thank you.

Sincerely,



Armando Oliveros, Jr., Esq.

Vt
enclosure

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 15, 2000

ARMANDO OLIVEROS, JR., ESQ.
815 PONCE DE LEON BLVD
SUITE 200
CORAL GABLES, FL 33134

SUBJECT: R.L. SMITH INVESTMENTS, L.L.C.
Ref. Number: W00000006962

We have received your document for R.L. SMITH INVESTMENTS, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 200A00014451

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ARTICLES OF ORGANIZATION OF

R.L. SMITH INVESTMENTS, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

The name of the limited liability company shall be R.L. SMITH INVESTMENTS, L.L.C., and its principal place of business shall be in the City of Miami, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company: shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all of any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, unitize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or

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any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Five Thousand Dollars (\$5,000.00) cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE IV

PROFITS AND LOSSES

- (a) **Sharing of Profits.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each

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member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members : each year on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being April 1st.

- (b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE V

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VI

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office and mailing address of this limited liability company shall be located at 2215 N.W. Miami Court, in the City of Miami, County of Miami-Dade, State of Florida.

ARTICLE VIII

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Robert A. Smith
8201 S.W. 60th Court
Miami, Florida 33143

Linda B. Smith
8201 S.W. 60th Court
Miami, Florida 33143

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ARTICLE IX

INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2215 N.W. Miami Court, Miami, Florida 33127, City of Miami, County of Miami-Dade, State of Florida, and the name of its initial registered agent is Robert A. Smith.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

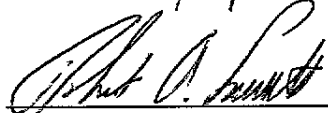
Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

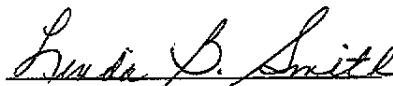
A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of R.L. Smith Investments, L.L.C.

Executed by the undersigned at Miami-Dade County, Florida on 3/10/2000, 2000.


Robert A. Smith


Linda B. Smith

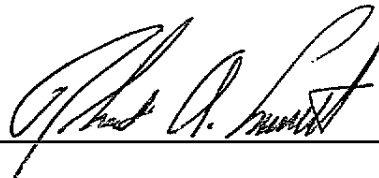
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act: That R.L. SMITH INVESTMENTS, L.L.C., desiring to organize under the laws of the State of Florida with its principal office, located at 2215 N.W. Miami Court, Miami, Florida, as indicated in the articles of incorporation at the City of Miami, County of Dade, State of Florida has named ROBERT A. SMITH, located at 2215 N.W. Miami Court, Miami, Florida, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



ROBERT A. SMITH, Registered Agent

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