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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 754537 4385680

AUTHORIZATION : *Patricia Pizzi*

COST LIMIT : \$ 155.00

MJH

ORDER DATE : July 6, 2000

ORDER TIME : 10:44 AM

ORDER NO. : 754537-005

CUSTOMER NO: 4385680

CUSTOMER: Beatrice Pucci, Secretary
Meland & Russin

900003314959--3

Suite 2420
200 S. Biscayne Blvd.
Miami, FL 33131

DOMESTIC FILING

NAME: S.B.M.I. II, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -6 PM 1:47

RECEIVED
00 JUL -6 AM 11:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TAI LAMASSE, FL 33131

ARTICLES OF ORGANIZATION
OF
S.B.M.I. II, L.L.C.

ARTICLE I - Name

The name of the company is S.B.M.I. II, L.L.C. (the "Company").

ARTICLE II - Duration

The period of duration for the Company shall be 50 years.

ARTICLE III - Address

The mailing address and street address of the principal office of the Company is:

1737 Union Street
San Francisco, California 94123

ARTICLE IV - Initial Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the registered office of this Corporation is:

Mark S. Meland, Esq.
Meland & Russin, P.A.
2420 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE V - Management

The Company is to be managed by the members, and the name and address of the managing member are:

Michael Blakeman
1737 Union Street
San Francisco, California 94123

Carolyn Blakeman
1737 Union Street
San Francisco, California 94123

ARTICLE VI - Purpose

This Company is organized for the purposes of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

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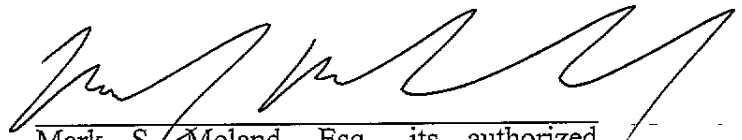
ARTICLE VII - Admission of Additional Members

The members of the Company shall have the right to admit additional members by the unanimous consent of, and subject to the terms and conditions of, all the remaining members.

ARTICLE VIII - Members Rights to Continue Business

The members of the Company shall not have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company unless the business of the Company is continued by the consent of all of the remaining members.


IN WITNESS WHEREOF, I have hereunto affixed my hand, as a member of this Limited Liability Company on this 5th day of July, 2000.


Mark S. Meland, Esq., its authorized
representative


STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Mark S. Meland, who is personally known to me and who, after being duly sworn, did freely and voluntarily acknowledge that, according to law, he made and subscribed the foregoing Articles of Organization of S.B.M.I. II, L.L.C.

IN WITNESS WHEREOF, I have set my hand and affixed my seal of office to this document this 5th day of July, 2000.


Notary Public, State of Florida
At Large
Print Name:
Commission No.

My commission expires:

 M Beatrice Pucci
My Commission CC610691
Expires December 29, 2000

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

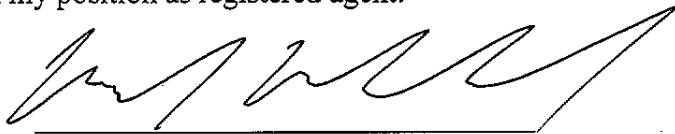
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the Limited Liability Company is: S.B.M.I. II, L.L.C., a Florida limited liability company.
- 2) The name and address of the registered agent and office is:

Mark S. Meland, Esq.
Meland & Russin, P.A.
2420 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

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.

7/5/00
Date



Mark S. Meland, Esq.