

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850)922-4003

From:

Account Name : HACKNEY MILLER, P.A.
Account Number : I19990000202
Phone : (561) 627-0677
Fax Number : (561) 625-4685

LIMITED LIABILITY COMPANY**The Inner Circle of Smart Investors, L.C.**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
FOR
THE INNER CIRCLE OF SMART INVESTORS, L.C.**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

ARTICLE I - NAME

The name of the Limited Liability Company is: The Inner Circle of Smart Investors, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 2000 PGA Blvd., Suite 4410, Palm Beach Gardens, Florida 33410.

ARTICLE III - MANAGEMENT

The management of the Limited Liability Company shall be vested in its members, in proportion to their contributions to the capital of the Limited Liability Company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

The members of the Limited Liability Company are: Knightsbridge Limited Partnership and Royal Blackwatch Partners, Ltd.

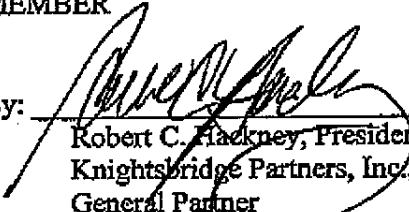
ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and the Florida street address of the registered agent are: Robert C. Hackney, 2000 PGA Blvd., Suite 4410, Palm Beach Gardens, Florida 33410.

IN WITNESS WHEREOF, I have subscribed my name this 12th day of October, 2000.

KNIGHTSBRIDGE LIMITED PARTNERSHIP,
MEMBER

By: _____


Robert C. Hackney, President of
Knightsbridge Partners, Inc., Its
General Partner

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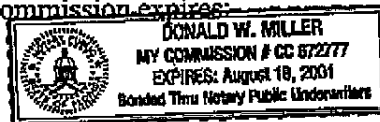
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STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 12th day of October, 2000, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared Robert C. Hackney, personally known to me, and he acknowledged that he executed the same for the purposes therein contained.


Notary Public

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Limited Liability Company, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keep said office open.


Robert C. Hackney
Registered Agent

Date: October 12, 2000

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