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SMOOT ADAMS
EDWARDS DORAGH & BRINSON, P.A.

ATTORNEYS AT LAW

Hal Adams
Melville G. Brinson, III
Pete Doragh
Charles B. Edwards
Paul A. Giordano
William O. Kratochvil
J. Tom Smoot, Jr., Of Counsel

4415 Metro Parkway
Suite 325
Fort Myers, FL 33916

P.O. Box 60259
Fort Myers, FL 33906

941-489-1776
Fax 941-489-2444

July 5, 2001

Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

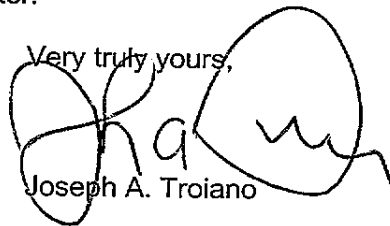
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***125.00 ***125.00

RE: S.M. & P.M. VENTURES, LLC

Dear Sir/Madam:

Enclosed for filing in the usual manner are the Articles of Organization of S.M. & P.M. VENTURES, LLC together with our check in the amount of \$125.00 for the required filing fee. Should you have any questions or need additional information, please feel free to contact me. Thank you for your assistance with this matter.

Very truly yours,


Joseph A. Troiano

JAT/lmt
Enclosure(s)

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ARTICLES OF ORGANIZATION
OF
S. M. & P. M. VENTURES, LLC

ARTICLE I
NAME

The name of this limited liability company is S. M. & P. M. Ventures, LLC, a Florida limited liability company (the "Company").

ARTICLE II
DURATION

The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State

ARTICLE III
PURPOSE

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

ARTICLE IV
PLACE OF BUSINESS

The mailing and street address of the Company's principal office is 2546 Fowler Street, Fort Myers, Florida 33901.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is Joseph A. [REDACTED] The street address of the initial registered agent of the Company is 4415 Metro Parkway, Fort Myers, Florida 33916.

ARTICLE VI
ADDITIONAL MEMBERS

Additional members to the Company may be admitted. The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

ARTICLE VII
TERMINATION OF MEMBERSHIP

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership

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of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

ARTICLE VIII
MANAGEMENT OF THE COMPANY

The Company shall be managed by a manager or managers in accordance with the regulations adopted by all of the members. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, is/are:

Peter Merhige
2546 Fowler Street
Fort Myers, FL 33901

ARTICLE IX
REGULATIONS

The manager or managers shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

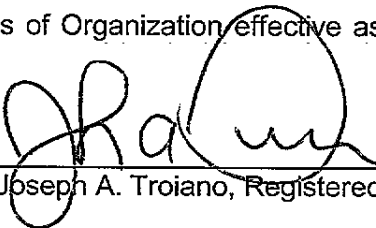
ARTICLE X
VOTING

The Company is authorized to issue membership units with voting rights and membership units without voting rights.

ARTICLE XI
CERTIFICATED INTERESTS

The members' interests in the Company shall be evidenced by certificates

The undersigned executed these Articles of Organization effective as of the 5th day of July 2001.

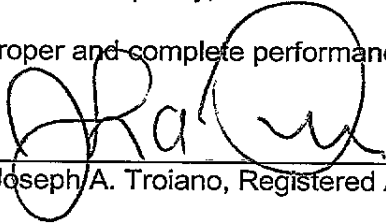


Joseph A. Troiano, Registered Agent

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Joseph A. Troiano, Registered Agent

Dated: July 6, 2001.

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