

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L010000021585

3mm Properties, LLC

300004724573--0
-12/13/01--01030--026
***160.00 ***160.00

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
☒ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Cert. Copy _____
____ Photo Copy _____
☒ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

01 DEC 13 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

12-1301

DIVISION OF CORPORATION

01 DEC 13 AM 10:33

RECEIVED

Signature _____

Requested by: SK

Name _____

Date 12/13/01

Time 9:33

Walk-In _____

Will Pick Up _____

**ARTICLES OF ORGANIZATION
OF**

SMM PROPERTIES, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be SMM PROPERTIES, L.L.C. ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 2500 Industrial Street, Leesburg, Florida 34748

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Les Berczy, 2500 Industrial Street, Leesburg, Florida 34748.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall initially contribute to the capital of the company the property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

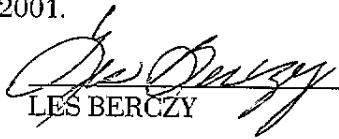
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of the remaining members.

ARTICLE IX - MANAGEMENT

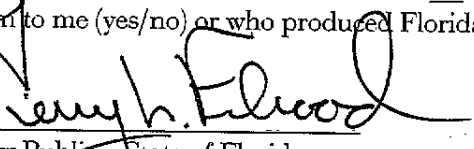
The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are

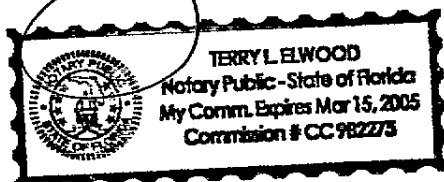
NAME	ADDRESS
Les Berczy	33501 CR44B Eustis, FL 32736
Dave Meyer	32 East Walnut Garland, TX 75040
Jim Ginas	5330 Lake Bluff Terrace Sanford, FL 32771

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Leesburg, Florida, on December 12, 2001.


LES BERCY

Sworn to and subscribed before me on this 12 day of December, 2001, by LES BERCY, who is personally known to me (yes/no) or who produced Florida Driver's Licenses # _____ as identification.


Notary Public - State of Florida



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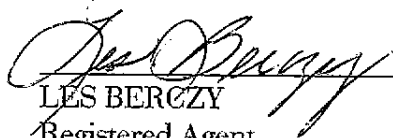
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Under the provisions of F.S. 608.415 or 608.507, SMM PROPERTIES, Limited Liability Company, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is SMM PROPERTIES, L.L.C.
2. The name and street address of the registered agent in Florida are:

Les Berczy
33501 CR 44B
Eustis, FL 34748

The undersigned, being the person named in the articles of organization of LES BEREZY as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


LES BERCZY
Registered Agent

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AND
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TALLAHASSEE, FLORIDA