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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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02 OCT 21 AM 9:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

SMART SERENADES, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$155.00

**Articles of Organization
of
SMART SERENADES, LLC**
a Florida Limited Liability Company

ARTICLE I

The name of the Limited Liability Company ("Company") shall be:

SMART SERENADES, LLC

ARTICLE II

The street address and mailing address of the principal office of the Company is
3001 Third Avenue, Miami, Florida 33129.

ARTICLE III

The name and Florida address of the Company's Registered Agent is:

Jacqueline del Cristo Minges, Esq.
3001 S.W. Third Avenue
Miami, Florida 33129

ARTICLE IV

The Company shall be managed by the Members.

ARTICLE V

The Company's existence shall be perpetual.

ARTICLE VI

The manager(s) and the member(s) shall not be personally liable for the debts, obligations, or liabilities of the Company.

ARTICLE VII

The power to amend, alter or repeal these Articles of Organization shall be vested in the member(s). The Articles of Organization may be amended, at any time, in writing by a majority vote of the members of the Company.

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ARTICLE VIII

The Company has the authority and shall issue Certificates of Membership to each member evidencing that member's interest in the Company. In accordance with F.S. 608.408(3), the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

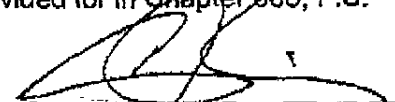
IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 21st day of October, 2002.



David Everett Marko, Esq.
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for SMART SERENADES, LLC at the place designated in the Articles of Organization, 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, as provided for in Chapter 608, F.S.



Jacqueline del Cristo Mingos, Esq.

Date: October 21, 2002