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ALAN J. MARCUS
Attorney at Law
Aventura Corporate Center
20803 Biscayne Boulevard, Suite 301
Aventura, Florida 33180
Telephone (305) 937-1800
Telefax (305) 937-1857

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03 JAN 23 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Federal Express

January 22, 2003

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **SMRT Investments, LLC**

Dear Sir or Madam:

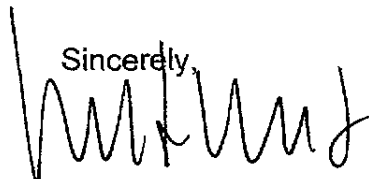
Enclosed please find the Articles of Organization of **SMRT Investments, LLC**.

Please be kind enough to return to the undersigned a certified copy of the Articles of Organization using the enclosed Federal Express air bill.

I also enclose a check payable to the Secretary of State in the amount of \$155.00 representing the filing fee and certified copy charges.

If you have any questions or comments, please do not hesitate to contact me.

Sincerely,



ALAN J. MARCUS

AJM/aja
Encl.

**ARTICLES OF ORGANIZATION
OF
SMRT INVESTMENTS, LLC**

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ARTICLE I - Name

STATE
TALLAHASSEE, FLORIDA

The name of the Limited Liability Company is **SMRT INVESTMENTS, LLC** (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is:
c/o 8360 W. Oakland Park Blvd., Ste 201, Sunrise, FL 33351.

ARTICLE III - Duration

The duration of the existence of the Company shall be perpetual.

ARTICLE IV - Management

The daily, usual course of business of the Company will be managed by its manager (the "Managers"). The Managers shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Managers shall also have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The members reserve the general management of the Company to themselves. The name and address of the Manager(s) who are to serve are as follows:

**NAME
ADDRESS**

DAVID KADOCH
8360 W. Oakland Park Blvd., Ste 201
Sunrise, FL 33351

YOEL SARAF
10101 Collins Avenue
Unit 19E
Bal Harbour, FL 33154

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CLERK OF DISTRICT COURT
MILLER, FLORIDA

ARTICLE V - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation and the name of the initial registered agent of this Corporation at such address are as follows:

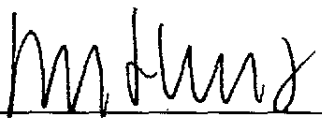
REGISTERED
AGENT

ALAN J. MARCUS, ESQ.

STREET ADDRESS OF
REGISTERED AGENT

20803 Biscayne Boulevard
Suite 301
Aventura, Florida 33180

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization for the foregoing uses and purposes this 21st day of January, 2003.



ALAN J. MARCUS
Authorized Representative

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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03 JAN 23 AM 11:1

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE
UNDERSIGNED 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 SMRT INVESTMENTS, LLC.
2. The name and the Florida street address of the registered agent is:

Alan J. Marcus
20803 Biscayne Boulevard
Suite 301
Aventura, Florida 33180,

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 appointment as Registered Agent and agree to act in this capacity. I further agree
to comply with the provisions of 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.



ALAN J. MARCUS
Registered Agent

Dated: January 21, 2003