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Account Name : QUARLES & BRADY
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RECEIVED
03 JUN 13 PM 2:37
DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

SMITH & PERKINS INVESTMENTS, LLC

03 JUN 13 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 13, 2003

QUARLES & BRADY

SUBJECT: SMITH & PERKINS INVESTMENTS, LLC
REF: W03000017099

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
OF
SMITH & PERKINS INVESTMENTS, LLC**

The undersigned member hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be **SMITH & PERKINS INVESTMENTS, LLC** (the "Company").

ARTICLE II

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this Company shall be 5331 Park Place Circle, Boca Raton, Florida 33486.

ARTICLE III

REGISTERED AGENT

The name and address of the initial registered agent in the State of Florida is as follows: Lee-Anne Perkins, Quarles & Brady LLP, 1900 Glades Road, Suite 355, Boca Raton, FL 33431.

ARTICLE IV

DURATION

This Company shall exist until December 31, 2030, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the Regulations adopted by the members.

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SECRETARY OF STATE
ALLIANCE
EILEEN

Prepared By:
Ned R. Nashban, Esquire
Florida Bar No.: 717230
Quarles & Brady, LLP
1900 Glades Road, Suite 355
Boca Raton, Florida 33431
(561) 368-5400
QBNA\383993.1

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ARTICLE V

MANAGEMENT

The Company will be managed by members in accordance with the Company's regulations. The name and address of the managing member(s) are as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN SMITH	5331 Park Place Circle Boca Raton, Florida 33486
LEE-ANNE PERKINS	5331 Park Place Circle Boca Raton, Florida 33486

ARTICLE VI

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members upon making such contributions as are set out in the Regulations, and otherwise complying with and agreeing to the terms and provisions of the Regulations.

ARTICLE VII

MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the existence of the Company shall continue.

Executed by the undersigned member at Boca Raton, Florida on the 22nd day of May, 2003.



 LEE-ANNE PERKINS
 5331 Park Place Circle
 Boca Raton, Florida 33486



 STEVEN SMITH
 5331 Park Place Circle
 Boca Raton, Florida 33486

03 JUN 13 PM 2:35
 SECRETARY OF STATE
 TAMI AHASSEH, FLORIDA

Prepared By:
 Ned R. Nashban, Esquire
 Florida Bar No.: 717230
 Quarles & Brady, LLP
 1900 Glades Road, Suite 355
 Boca Raton, Florida 33431
 (561) 368-5400

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STATE OF FLORIDA

COUNTY OF PALM BEACH

This foregoing instrument was acknowledged before me this 22nd day of May 2003, by LEE-ANNE PERKINS, who is personally known to me or has produced as identification.

NOTARY SEAL



Jacquelyn Brookings
Notary Public Print name below:

My commission expires:

STATE OF FLORIDA

COUNTY OF PALM BEACH

This foregoing instrument was acknowledged before me this 22nd day of May 2003, by STEVEN SMITH, who is personally known to me or has produced as identification.

NOTARY SEAL



Jacquelyn Brookings
Notary Public Print name below:

My commission expires:

Prepared By:
Ned R. Nashban, Esquire
Florida Bar No.: 717230
Quarles & Brady, LLP
1800 Glades Road, Suite 355
Boca Raton, Florida 33431
(561) 368-5400

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CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

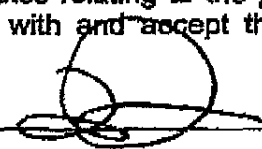
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **SMITH & PERKINS INVESTMENTS, LLC.**

The name of the initial registered agent of the limited liability company is Lee-Anne Perkins, and the address of the office of the registered agent is: 1900 Glades Road, Suite 355, Boca Raton, Florida 33431.

REGISTERED AGENT ACCEPTANCE

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 the appointment as registered agent and agree to act in that 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.


By: Lee-Anne Perkins
Its: Managing Member

Date: May 22, 2003

Prepared By:
Ned R. Nashban, Esquire
Florida Bar No.: 717230
Quarles & Brady, LLP
1900 Glades Road, Suite 355
Boca Raton, Florida 33431
(561) 368-5400

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