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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 150307 81386A

AUTHORIZATION :

COST LIMIT : \$ PPD

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TALLAHASSEE, FLORIDA

ORDER DATE : June 27, 2003

ORDER TIME : 11:25 AM

ORDER NO. : 150307-005

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq
Robert E. Aylward, Esq

Suite 100
600 S. Magnolia Avenue
Tampa, FL 33606

DOMESTIC FILING

NAME: SMS PARTNERS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
SMS PARTNERS, LLC**

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The undersigned hereby organizes a limited liability company (the "Company") under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization.

**ARTICLE 1
Name**

The name of this Company is:

SMS PARTNERS, LLC

**ARTICLE 2
Purpose**

The purposes of this Company are to engage in any lawful activities which may be carried on by a limited liability company under the Act.

**ARTICLE 3
Principal Office**

The mailing address and the street address of the principal office of this Company is: 4907 Lyford Cay Road, Tampa, Florida 33629.

**ARTICLE 4
Additional Members**

The undersigned is an initial Member of this Company. The Company may admit additional Members with the consent of the Managers.

**ARTICLE 5
Duration**

This Company shall exist for a period commencing as of the date on which these Articles of Organization are filed with the Florida Secretary of State and continuing indefinitely until dissolved and terminated in accordance with its Operating Agreement. The death, resignation,

removal, expulsion, retirement, bankruptcy, incompetency, dissolution, or termination of existence of a Member does not cause the dissolution of this Company, and the Company will continue the business of the Company notwithstanding the death, resignation, removal, expulsion, retirement, bankruptcy, incompetency, dissolution, or termination of existence of a Member. A Member does not have the right to withdraw or resign from the Company, to require the Company to redeem his interest in the Company, or to cause the dissolution of the Company.

ARTICLE 6
Management

This Company is to be a manager-managed limited liability company, managed by Managers.

ARTICLE 7
Initial Registered Office and Agent

The street address of the initial registered office of this Company is: 600 S. Magnolia Ave., Suite 100, Tampa, Florida 33606; and the name of the initial registered agent of this Company at such address is: Robert E. Aylward.

ARTICLE 8
Operating Agreement

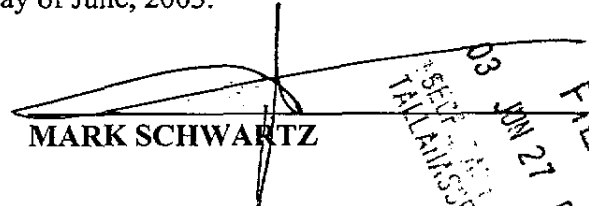
A Majority of the Members of this Company have the power to adopt, alter, amend, or repeal its Operating Agreement, which contain provisions for the regulation and management of the affairs and business of this Company.

ARTICLE 9
Amendment

These Articles of Organization may be amended by a vote of a Majority of the Members of this Company.

The undersigned, being a Member of this limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of **SMS PARTNERS, LLC**. In accordance with section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

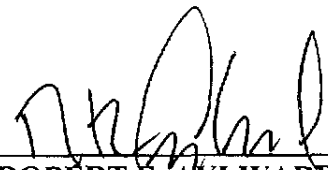
Executed by the undersigned on the 25th day of June, 2003.


MARK SCHWARTZ
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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **Robert E. Aylward**, having been named as registered agent to accept service of process for the above named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the registered agent.

Dated this 25th day of June, 2003.



ROBERT E. AYLWARD

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TALLAHASSEE FLORIDA