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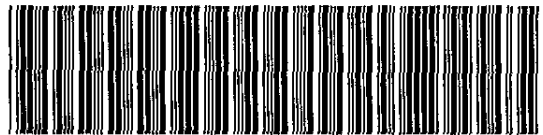
(Business Entity Name)

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03 SEP 29 AM 10:17
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DIVISION OF CORPORATIONS
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2003 SEP 29 PM 12:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN SEP 29 2003



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September 29, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Smith Claytor Ventures, LLC

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS

☐ Profit

☐ Non Profit

☒ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of RA Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Reports

☐ Fictitious Name

☐ Name Reservation

☐ Reinstatement

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Liability

☐ Reinstatement

☐ Trademark

☐ Other

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2003 SEP 29 PM 12:15
TALLAHASSEE, FLORIDA
CLAYTOR VENTURES, LLC

ARTICLES OF ORGANIZATION
of
SMITH CLAYTOR VENTURES, LLC

FILED
2003 SEP 29 PM 12:11
CLAYTOR VENTURES, LLC
TALLAHASSEE, FLORIDA

The undersigned organizer hereby forms a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company ("Company") shall be Smith Claytor Ventures, LLC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business of this Company shall be 2241 Tamiami Trail East, Suite 2, Naples, Florida 34112, and the mailing address of the Company shall be the same.

ARTICLE III. TERM OF EXISTENCE

This Company shall commence its existence on the date these Articles are filed, pursuant to Florida Statutes Section 608.409; and shall exist until dissolved in a manner provided by law or as provided in the operating agreement adopted by the members.

ARTICLE IV. NATURE OF BUSINESS

This Company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. NEW MEMBERS

Except as otherwise provided in the operating agreement adopted by the members, no new members shall be admitted without the consent of members owning at least sixty percent (60%) of the voting membership interests.

ARTICLE VI. CONTINUATION OF COMPANY

Except as otherwise provided in the operating agreement adopted by the members, the remaining members of this Company shall have the right to continue the business of the company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any event that terminates the continual membership of a member in the limited liability company, upon vote of the remaining members owning at least sixty percent (60%) of the voting membership interests.

ARTICLE VII. MANAGEMENT

The Company shall be managed by its manager pursuant to Florida Statutes Section 608.422.

The name and address of the manager is as follows:

Adam Smith
2241 Tamiami Trail East, Suite 2
Naples, Florida 34112

ARTICLE VIII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

1. The name of the initial registered agent of the Company is Jeff M. Novatt, Esquire.
2. The street address of the initial registered office of the Company shall be CHEFFY, PASSIDOMO, WILSON & JOHNSON, LLP, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102. The mailing address shall be CHEFFY, PASSIDOMO, WILSON & JOHNSON, LLP, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102.

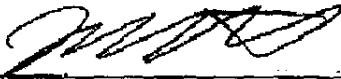
ARTICLE IX. ORGANIZER

The name and street address of the Organizer to these Articles of Organization is:

Jeff M. Novatt, Esq.
Cheffy, Passidomo, Wilson & Johnson
821 Fifth Avenue South
Suite 201
Naples, Florida 34102

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DIANE H. CORPORACTIONS
NAPLES, FLORIDA

IN WITNESS WHEREOF, the undersigned, has hereunto set his hands, on this 26th day of September, 2003.

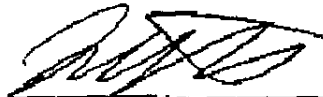


Jeff M. Novatt, Esq.
Authorized Representative

ACCEPTANCE

I agree, as Registered Agent, to accept service of process; to keep my office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with and accept the obligations of my position as registered agent.

WITNESS my hand this 26th day of September, 2003, in the City of Naples, State of Florida.



Jeff M. Novatt, Esq.
Registered Agent

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UNION-TE CORPORATION'S
TALLAHASSEE, FLORIDA