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(City/State/Zip/Phone #)

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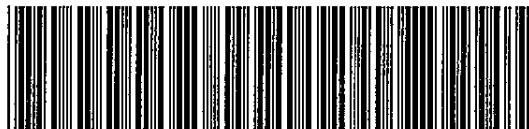
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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10/15/03

Requestor's Name
Address
City State ZIP Phone

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CORPORATION(S) NAME

SMEM, L.L.C.

VALIDATION ONLY

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- ☐ Profit ☐ NonProfit ☐ Amendment ☐ Merger ☐ Foreign ☐ Dissolution ☐ Mark ☐ Limited Partnership ☐ Annual Report ☒ Other LLC ☐ Reinstatement ☐ Reservation ☐ Change of Registered Agent ☐ Certified Copy ☐ Photo Copies ☒ Certificate Under Seal ☐ Call When Ready ☐ Call If Problem ☐ After 4:30 ☒ Walk In ☐ Will Wait ☒ Pick Up ☐ Mail Out

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Empire Toll Free: 1-800-432-3028

ALAN S. ZANGEN, P.A.
ATTORNEY AT LAW

ALAN S. ZANGEN*
HENA A. RODELY

* MEMBER FLORIDA BAR, NEW YORK BAR
AND ILLINOIS BAR

WELLINGTON CORPORATE CENTER
1200 CORPORATE CENTER WAY
SUITE 201
WELLINGTON, FLORIDA 33414

TELEPHONE (561) 793-2400
FACSIMILE (561) 753-9966

October 7, 2003

HAND-DELIVERED

Florida Secretary of State
Division of Corporations
P. O. Box 6327
The Capitol Building, Room 2001
Tallahassee, FL 32314

Re: SMEM, L.L.C.

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of the Articles of Organization and Certificate of Registered Agent for the above-referenced Limited Liability Company.

Please note that the effective time and date is upon the date of filing of the enclosed.

Additionally, enclosed is this firm's check number 8162, in the amount of \$130.00 payable to the Florida Department of State, for the filing fees for the Articles of Organization of a Florida Limited Liability Company, broken down as follows:

\$100.00 - filing fee for Articles of Organization and Affidavit
\$ 25.00 - Designation of Registered Agent
\$ 5.00 - Certificate of Status

Please forward the certified copy of the Articles and Certificate of Status to the attention of the undersigned. Thank you for your prompt attention to this matter.

Sincerely,


Alan S. Zangen

ASZ:dz
Enclosures:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

SMEM, L.L.C.

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company shall be **SMEM L.L.C.** (the "Company").

**ARTICLE II
PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company shall be 14800 Farrier Place, Wellington, FL 33414.

**ARTICLE III
DURATION**

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the Members.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company in the state of Florida is Erika Margiotta, 14800 Farrier Place, Wellington, FL 33414.

ARTICLE V POWERS

In addition to the powers authorized by the laws of the State of Florida, the Company shall have all powers set forth in the Operating Agreement adopted by the Members.

ARTICLE VI MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining Members may continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member on the occurrence of any other event which terminates the continued Membership of a member in accordance with the Operating Agreement adopted by the Members.

ARTICLE VII ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional Members shall be admitted to the Company except with the written consent of the majority-in-interest of the Members of the Company and on such terms and conditions as shall be determined by the majority-in-interest of the Members. A member's interest in the Company may not be sold or otherwise transferred except with the written consent of the majority-in-interest of the Members or as otherwise set forth in the Operating Agreement of the Company.

ARTICLE VIII MANAGEMENT

The Company shall be a member-managed Company, managed by one (1) manager in accordance with the Operating Agreement regulations adopted by the Members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial manager of the Company is:

ERIKA MARGIOTTA
14800 Farrier Place
Wellington, FL 33414

**ARTICLE IX
AMENDMENTS**

The power to adopt, alter, amend or repeal these Articles of Organization shall be vested in the Members and shall be consistent with the Florida Limited Liability Company Act and the Operating Agreement.

**ARTICLE X
EFFECTIVE DATE AND TIME**

The effective date and time of the commencement of Company's existence shall be upon filing of these Articles of Organization.

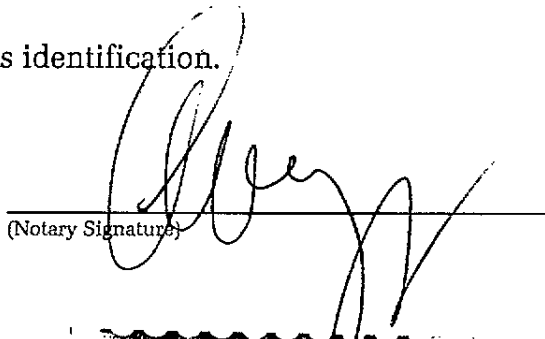
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Wellington, Florida, on the 3rd day of October, 2003.


ERIKA MARGIOTTA

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 3rd day of October, 2003, by ERIKA MARGIOTTA, who

[] is personally known to me, or
[X] produced Fla Driver's Lic as identification.


(Notary Signature)

(Printed Name & Commission Expiration Date)
ALAN S. ZANGEN
Notary Public - State of Florida
My Commission Expires May 18, 2005
Commission # DD017594

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the limited liability company is **SMEM, L.L.C.**
2. The name and address of the registered agent and office is:

ERIKA MARGIOTTA
14800 Farrier Place
Wellington, FL 33414

The undersigned, being the person named in the articles of organization of SMEM, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

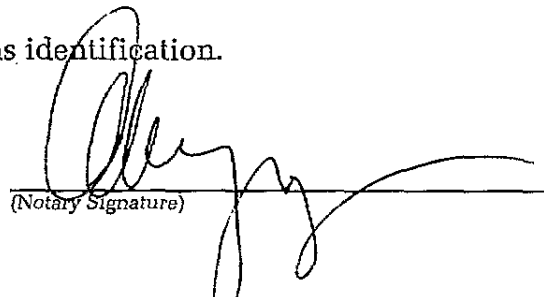
Dated this 3rd day of October, 2003.


ERIKA MARGIOTTA
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 3rd day of October, 2003, by ERIKA MARGIOTTA, who

[] is personally known to me, or
[x] produced FLA Driver's Lic as identification.


(Notary Signature)

(Printed Name & Commission Expiration Date)

