

JAN. 21. 2004 3:00 PM

NO. 253

P. 1 of 1

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Fax Number : (850) 205-0383

From:

Account Name : THE KLEINFELD LAW FIRM
Account Number : I20020000152
Phone : (305) 375-9515
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LIMITED LIABILITY COMPANY

SMS DEVELOPERS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF ORGANIZATION
OF
SMS DEVELOPERS, LLC
A Florida Limited Liability Company

ARTICLE I
Name

The name of the limited liability company is SMS DEVELOPERS, LLC (the "Company").

ARTICLE II
Principal Office

The mailing address and street address of the principal office of the Company is One S.E. Third Avenue, Suite 1940, Miami, Florida 33131.

ARTICLE III
Duration

The period of duration for the Company shall be perpetual.

ARTICLE IV
Management

The Company is to be managed by the managers and the names and addresses of the initial managers are:

Manuel A. Huerta
One S.E. Third Avenue
11th Floor
Miami, Florida 33131

Sergio Fernandez
One S.E. Third Avenue
Suite 1940
Miami, Florida 33131

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NO. 253 P. 3

ARTICLE VI
Members' Rights to Continue Business

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.


SERGIO A. PAGLIERI, Authorized Signatory

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

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is SMS DEVELOPERS, LLC.
2. The name and Florida street address of the limited liability company's registered agent is Sergio A. Pagliery, One S.E. Third Avenue, Suite 1940, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by this certificate, I hereby accept the appointment as registered agent and agree to act in this 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 the obligations of my position as a registered agent.

By: _____

SERGIO A. PAGLIERI

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