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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAR 29 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: James E. Smith, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

James Smith
(Name of Person)

James Smith
(Firm/Company)

5011 Cobalt Court
(Address)

Greenacres, FL 33463
(City/State and Zip Code)

For further information concerning this matter, please call:

Robert Space at (561) 364-9029
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
James E. Smith, LLC

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Limited Liability Company (LLC) under the Florida Statutes Chapter 608.407 hereby adopt the following Articles of Organization.

Article I - Name

The Name of the limited liability Company is to be James E. Smith, LLC.

Article II - Duration

The Company shall continue perpetually until by mutual agreement of all members and the Articles of Organization are amended to reflect dissolution.

Article III - Business Purposes

This Company is organized to perform any and all lawful acts pertaining to the management of any lawful business as well as to engage in and to do any lawful act or activity concerning any and all lawful business for which a Limited Liability Company may be organized under the Florida Limited Liability Company Act and any amendments thereto.

Article IV - Principle Office

The address of the principle office of the limited liability Company is:

Principal Office Address:

Mailing Address

5011 Cobalt Court
Greenacres, FL 33463

5011 Cobalt Court
Greenacres, FL 33463

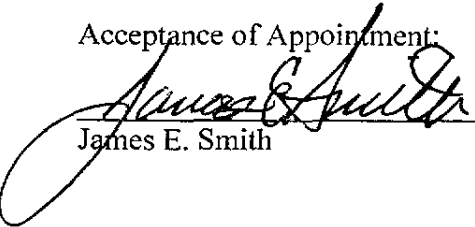
Article V - Registered Agent

The Company shall continuously maintain an agent in the State of Florida for service of process who is an individual residing in said State. The name and address of the initial registered agent shall be:

James E. Smith
5011 Cobalt Court
Greenacres, FL 33463

Having been named as registered agent for the above limited Liability Company at the place designated in this document. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions if all statutes of the State of Florida relating to proper and complete performance of my duties, and familiar with and accept the obligation of my position.

Acceptance of Appointment:


James E. Smith

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TALLAHASSEE, FLORIDA

Article VI - Members

The names and street addresses of Members who shall constitute the initial Members of the Company are as follows:

Title:

"MGR" = Manager
"MGRM" = Managing Member
"MBR" = Member

Name and Address:

"MGRM"

James E. Smith
5011 Cobalt Court
Greenacres, FL 33463

"MBR"

Lisa Palazzalo-Smith
5011 Cobalt Court
Greenacres, FL 33463

Article VII - Management

The Company shall be managed pursuant to the terms of the Operating Agreement, or any amendments thereto.

Article VIII - Records

The Company shall keep at its principal place of business all records required to be maintained by the Company pursuant to the Florida Code Annotated, which records include, but are not limited to the following:

VIII.1

A current list, in alphabetical order, of the names and current business street address of each Member.

VIII.2

A copy of the stamped Articles of Organization and all certificates of amendment thereto.

VIII.3

Copies of all tax returns and financial statements of the Company for the past 3 years.

Article IX - Contributions

No Member shall be obligated to make any contribution to the Company except those specifically set forth in the Operating Agreement adopted by the Members of the Company.

Article X - Dissolution

This Company shall be dissolved with the written consent of all its Members.

Article XI - Annual Report

The Company shall file all annual reports required by Florida Law.

Article XII - Amendments

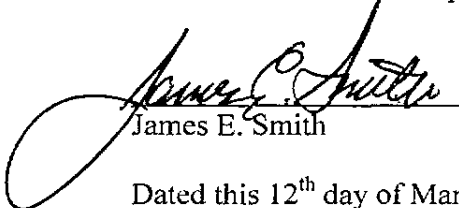
The Articles of Organization shall be amended from time to time as required by Florida Code Annotated.

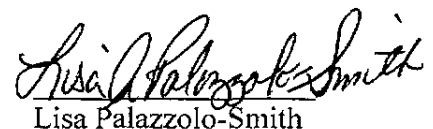
Article XIII - Arbitration

Any controversy or claim arising out of or relating to these Articles, or the breach thereof shall be settled by arbitration in accordance with the Commercial Arbitration Rules of the American Arbitration Association, and judgment upon the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof. The decision of the arbitrator(s) shall be final and binding upon the parties, subject to right pursuant to the Florida State Arbitration Act.

Article XIV - Signatures

All Members of the Company shall sign these Articles of Organization.


James E. Smith


Lisa Palazzolo-Smith

Dated this 12th day of March, 2004

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TALLAHASSEE, FLORIDA