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LIMITED LIABILITY COMPANY

B-SMART, LLC

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**ARTICLES OF ORGANIZATION
OF
B-SMART, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is **B-SMART, LLC**

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company is c/o Charles Frohman, 7751 Burnt Oak Trail, Jacksonville, Florida 32256.

ARTICLE III — Registered Agent:

The name and the Florida street address of the initial registered agent are Kenneth Jacobs, 50 North Laura, Suite 1675, Jacksonville, Florida 32202.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in 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 and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE IV — Limitation on Agency Authority of Members:

Pursuant to section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

Robert J. Burnett, Esq.
Florida Bar No. 0117978
3111 Stirling Road
Ft. Lauderdale, FL 33312-6525
(954) 364-6007

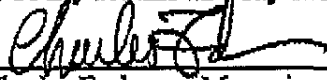
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(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 12th day of July, 2004.

 7/12/04

Charles Frohman, Managing Member

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