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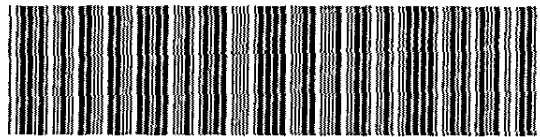
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Richard J. Osterndorf *
MaryEllen P. Osterndorf **

* Also admitted in New York
** Also admitted in Georgia

July 14, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Loca Smarts, LLC

Gentlemen:

Enclosed please find the original Articles of Organization:

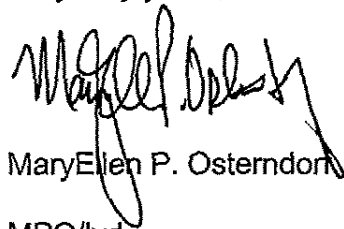
Loca Smarts, LLC

together with my firm's trust account check no. 2289, made payable to the Department of State, in the amount of \$125.00 to cover the filing fee.

Please return the Certificate of Incorporation to the undersigned, together with your statement for services rendered.

Thank you for your cooperation in this matter.

Very truly yours,



MaryEllen P. Osterndorf

MPO/lvd
Enclosures

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ARTICLES OF ORGANIZATION

OF

Loca Smarts, L.L.C.

A Florida Limited Liability Company

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

ARTICLE I

The name of the corporation shall be: Loca Smarts, L.L.C.

ARTICLE II

The mailing address and street address of the principal office of the company is 41 Coquina Ridge Way, Ormond Beach, FL 32174.

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ARTICLE III

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.

ARTICLE IV

The name and street address of the registered agent of the company in the State of Florida are: Shirley S. James, 41 Coquina Ridge Way, Ormond Beach, FL 32174.

ARTICLE V

The members of the company shall contribute to the capital of the company. Members shall not be personally liable for the debts, obligations or liabilities of the company except and unless specifically assumed in writing by the member. The initial members of the company shall be Shirley S. James, Chrisann Joson, and Carol M. Farmer.

ARTICLE VI

Exception as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member all of the members of the company other than the member proposing to dispose of his or her interest approve the proposed transfer by written consent.

ARTICLE VII

The purpose for which this company is organized is to engage in any or all lawful acts or activities in which limited liability companies may engage under the Florida Limited Liability Company Act or under the laws of any other jurisdictions in which this company may transact business. This company shall be authorized to conduct and transact any business and engage in any activity that is lawfully authorized, including and not limited to, to invest the funds of this limited liability company in real estate, mortgages, stocks, bonds, and other investments, and to own real and personal property as necessary and proper for the furtherance of the purposes of this company; and to do any act necessary or incidental to the protection and benefit of this company.

ARTICLE VIII

The company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of all the remaining members.

ARTICLE IX

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and


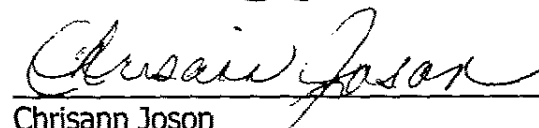
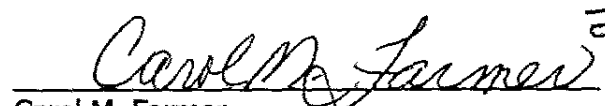
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management of the affairs of the company not inconsistent with law or these articles of organization.

ARTICLE X

The said company reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Organization in the manner now or hereafter permitted by law or prescribed by statute, and all rights conferred upon the members herein are granted subject to this reservation.

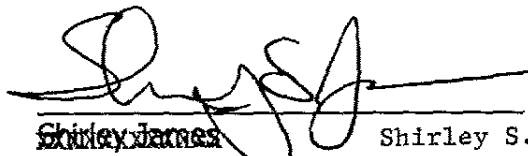
IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


~~Shirley James~~ Shirley S. James

Chrisann Joson

Carol M. Farmer

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ACCEPTANCE AS REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Loca Smarts, 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 as registered agent, as provided in Chapter 608, Florida Statutes.


~~Shirley James~~ Shirley S. James
Registered Agent