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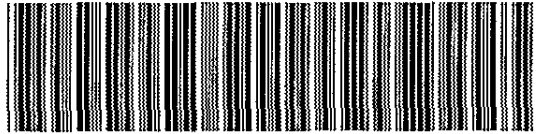
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SMS Properties, LLC

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- ___ Art. of Amend. File *LC*
- ___ RA Resignation
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- ___ Cert. Copy
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- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

Signature

Requested by:

Name

Date

Time

Walk-In

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Articles of Organization of SMS PROPERTIES, LLC.

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SMS PROPERTIES, LLC**

(Filed in accordance with 608.411, F.S.)

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 SMS PROPERTIES, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address of the principal office of the Company shall be 902 South Florida Ave., Suite 101, Lakeland, Florida 33803 and the street address of the principal office of the Company shall be 901 South Florida Ave, Suite 101, Lakeland, Florida 33803.

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 as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Daniel Medina, LL.M., 902 South Florida Avenue, Suite 101, Lakeland, Florida 33803.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property as set forth in the Operating Agreement.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members, as provided in the Operating Agreement.

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 unanimous written 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 Operating Agreement 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 unless all the other members of the Company other than the

Articles of Organization of SMS PROPERTIES, LLC.

member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, 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 the consent of all the remaining members, provided there are at least two remaining members.

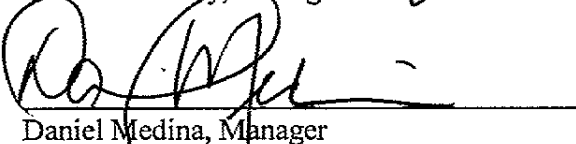
ARTICLE IX -- MANAGEMENT

The Company shall be managed by managers in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. This 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 managers of the Company are as follows:

NAME	ADDRESS
Glenn T. Shelby	902 S. Florida Ave., Suite 101, Lakeland, FL 33803
Daniel Medina	902 S. Florida Ave., Suite 101, Lakeland, FL 33803

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Lakeland, Florida, on this 29 day of June, 2007.


Glenn T. Shelby, Manager


Daniel Medina, Manager

Articles of Organization of SMS PROPERTIES, LLC.

STATE OF FLORIDA
COUNTY OF POLK

Sworn to (or affirmed) and subscribed before me this 29 day of June, 2007, by Glenn T. Shelby and Daniel Medina, both of whom are personally known to me.



Notary Public -- State of Florida

Print, Type, or Stamp

Commissioned Name of Notary Public

Personally Known ✓

OR Produced Identification _____

Type of Identification Produced _____

REBECCA V. PEARCE
Notary Public, State of Florida
My comm. exp. May 22, 2009
Comm. No. DD 432668

Articles of Organization of SMS PROPERTIES, LLC.

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


Under the provisions of F.S. 608.415 the SMS PROPERTIES, LLC submits the following statement to designate a registered office and registered agent in the state of Florida.

1. The name of the limited liability company in SMS PROPERTIES, LLC.
2. The name and address of the registered agent in Florida are:

DANIEL MEDINA, LLM
902 South Florida Ave., Suite 101
Lakeland, Florida 33803

SMS PROPERTIES, LLC
A Florida Limited Liability Company



Glenn T. Shelby, Manager


Daniel Medina, Manager

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the individual named in the articles of organization of SMS PROPERTIES, LLC, 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 its duties, and is familiar with and accept the obligations of the position of registered agent.

REGISTERED AGENT:

By: 
Daniel Medina