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To:

Division of Corporations

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From:

Account Name

: CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053

Phone

(305) 672-0686

Fax Number

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# LIMITED LIABILITY COMPANY

#### **Smart LLC**

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## ARTICLES OF ORGANIZATION

#### Article I. Name

The name of this Florida limited liability company is: Smart LLC

#### Article II. Address

The Company's street and mailing address is: Smart LLC c/o Benjamin Bohlmann 1001 Brickell Bay Drive, Suite 1400 Miami FL 33131

### Article III. Registered Agent

The name and street address of the Company's registered agent is:

Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 UNITED STATES

# Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to Reconfe a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, less deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Felipe Garcia Ruden McClosky Smith Schuster & Russell, P.A. 701 Brickell Avenue Suite 1900 Miami FL 33131 305-789-2762

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### Article V. Management

This will be a manager-managed company. The name and address of each manager is:

EDUARDO FONSECA c/o Benjamin Bohlmann 1001 Brickell Bay Drive, Suite 1400 Miami FL 33131 IVAN ALDAVE c/o Benjamin Bohlmann 1001 Brickell Bay Drive, Suite 1400 Miami FL 33131

# Article VI. Company Existence

The Company's existence shall begin effective as of December 10, 2004.

The undersigned authorized representative of a member executed these Articles of Constration on December 10, 2004.

by E.S. Davila as attorney-in-fact

Felipe Garcia Ruden McClosky Smith Schuster & Russell, P.A. 701 Brickell Avenue Suite 1900 Miami FL 33131 305-789-2762

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## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

**Smart LLC** 

**REGISTERED AGENT/OFFICE:** 

Corporate Creations Network Inc. 11380 Prosperity Farms Road #221E Palm Beach Gardens FL 33410 UNITED STATES

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

CORPORATE CREATIONS NETWORK INC.

by E.S. Davila as attorney-in-fact

Date: December 10, 2004

Felipe Garcia Ruden McClosky Smith Schuster & Russell, P.A. 701 Brickell Avenue Sulte 1900 Miami FL 33131 305-789-2762 SECRETARY OF STATE