

Division of Corporations

L05000042210

1 of 1

Florida Department of State

Division of Corporations 305/633-2800 A 0:39

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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

LIMITED LIABILITY COMPANY

SPH, LLC

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

2005 APR 28 A 9:39

TALLAHASSEE, FLORIDA

April 25, 2005

EMPIRE

SUBJECT: SPB, LLC
REF: W05000020672

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document SpecialistFAX Aud. #: H05000100328
Letter Number: 605A00028188

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION
SPH, LLC

2015 APR 28 A 8:39

CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the company shall be:

SPH, LLC

ARTICLE II - PRINCIPLE PLACE OF BUSINESS

The principle place of business of business is:

500 N.E. 191 Street
Miami, Florida 33179

ARTICLE III - NUMBER OF MEMBERSHIP UNITS

The maximum number of membership units this company is authorized to issue is one thousand (1000), par value \$.01 per unit. All units shall be identical with each other in every respect and the holders of the units shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV - PURPOSE

This company is formed to conduct any and all lawful purpose or purposes.

ARTICLE V - OFFICERS

President	-	Roy Petersson
Vice-President	-	Finn Henry Solbakken
Vice-President	-	Bert Purugganan
Secretary	-	Roy Petersson

ARTICLE VI - ORIGINAL ORGANIZING DIRECTORS

Roy Petersson

Finn Henry Solbakken

Bert Purugganan

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ARTICLE VII - Management:

The Company is to be managed by the members and is therefore a:

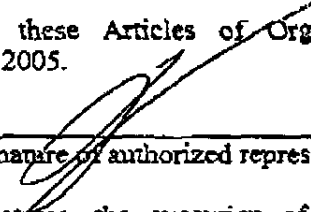
MEMBER-MANAGED COMPANY.

ARTICLE VIII - REGISTERED AGENT

The Registered Agent for the company is:

Seth Z. Joseph, Esq.
2650 SW 27th Avenue
Suite 200
Miami, Florida 33133

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 15th day of April, 2005.



Signature of authorized representative

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

Seth Z. Joseph
Typed or printed name of signee

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE
OF SPH, LLC


Under the provisions of F.S. 608.414 or 608.507, SPH, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

APR 28 A 8:39
 STATE
 OF FLORIDA

1. The name of the limited liability company is **SPH, LLC**.
2. The name and street address of the registered agent in Florida is:

Seth Z. Joseph, Esq.
c/o Kurzban, Kurzban, Weinger & Tetzeli, P.A.
2650 S.W. 27th Avenue, Suite 280
Miami, Florida 33133

The undersigned, being the person named in the articles of organization of SPH, 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 his or her duties, and is familiar with and accepts the obligations of the position of registered agent. Dated this 15th day of April, 2005.


 Seth Z. Joseph, Esq.
 Registered Agent

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