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TALLAHASSEE, FLORIDA

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THE LAW FIRM OF
GILLESPIE & ALLISON, P.A.

SUITE 300
1515 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

R. BOWEN GILLESPIE, III
DONALD M. ALLISON*
TODD C. DROSKY†

TELEPHONE (561) 368-5758
TELECOPIER (561) 395-0917

*Also Admitted in Arizona & California
†Also Admitted in Colorado & the
District of Columbia

June 1, 2005

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Organization
San Mellina Holdings, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find for the above-named proposed Florida limited liability company the original and one copy of the Articles of Organization, Designation of Registered Agent and a check in the amount of \$155.00, representing payment of the following:

Filing Fees	\$ 100.00
Certified Copy Fee	\$ 30.00
Registered Agent Fee	\$ 25.00
TOTAL:	\$155.00

Please file the enclosed Articles of Organization and return a certified copy to the undersigned as soon as possible in the enclosed envelope. Thank you for your anticipated cooperation and prompt attention to this matter.

Sincerely,



R. Bowen Gillespie, III

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**ARTICLES OF ORGANIZATION
OF
SAN MELLINA HOLDINGS, L.L.C.**

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 SAN MELLINA HOLDINGS, L.L.C. ("company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the company shall be 2840 University Drive, Coral Springs, Florida 33065.

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 R. BOWEN GILLESPIE, III, ESQUIRE, Gillespie & Allison, P.A., 1515 South Federal Highway, Suite 306, Boca Raton, Florida 33432.

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company either cash or property.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII – ADMISSION OF NEW MEMBERS

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

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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 unless all the other members of the company other than the 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 is at least one remaining member.

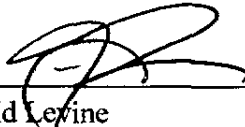
ARTICLE IX -- MANAGEMENT

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 management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

David Levine, 2840 University Drive, Coral Springs, Florida 33065.

Martz Enterprises, Inc. Profit Sharing Plan & Trust dated July 1, 1986, 2840 University Drive, Coral Springs, Florida 33065.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Coral Springs, Florida, on May 25, 2005.




David Levine

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STATE OF FLORIDA
COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED before me this 25th day of May, 2005, by David Levine. He is personally known to me or has produced his Drivers License as identification.

(Seal) NOTARY PUBLIC-STATE OF FLORIDA
 Deborah A. Wills
Commission # DD421026
Expires: JUNE 05, 2009
Lombard & Co. Atlantic Bonding Co., Inc.

Deborah A. Wills
Notary Public --
DEBORAH A. WILLS
(name, typed or printed)

Produced Identification _____

Type of Identification Produced _____

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of SAN MELLINA HOLDINGS, 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 the accepts the obligations of the position of registered agent.



R. BOWEN GILLESPIE, III
Registered Agent

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