

Nov 28 2005 12:11PM

BARITZ & COLMAN

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Division of Corporations

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From:

Account Name : BARITZ & COLMAN LLP
Account Number : I20000000130
Phone : (561) 750-0910
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LIMITED LIABILITY COMPANY

SHM COMMUNICATIONS, LLC

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Florida Dept of State



November 28, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BARITZ & COLMAN LLP

SUBJECT: SHM COMMUNICATIONS, LLC
REF: #05000052480

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

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Lee Rivers
Document Specialist

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**ARTICLES OF ORGANIZATION OF
SHM COMMUNICATIONS, L.L.C.**

The undersigned Manager hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be **SHM COMMUNICATIONS, L.L.C. (the "Company")**.

**ARTICLE II
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be 501 SE 2nd St., #1023, Ft. Lauderdale, Florida 33301

**ARTICLE III
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: Neil S. Baritz, Baritz & Colman LLP 150 E. Palmetto Park Road, Suite 750, Boca Raton, FL 33432

**ARTICLE IV
DURATION**

This Company shall have perpetual existence, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the operating agreement adopted by the members.

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ARTICLE V
MANAGEMENT

The Company will be managed by its Managers in accordance with the Company's Operating Agreement. The name and address of the Managers are as follows:

NAME	ADDRESS
Jamie Schwartz	501 SE 2 nd St., #1023 Ft. Lauderdale, FL 33301
Claudia Haber	501 SE 2 nd St., #1023 Ft. Lauderdale, FL 33301
Joseph Milliron	501 SE 2 nd St., #1023 Ft. Lauderdale, FL 33301

ARTICLE VI
RESTRICTIONS ON MEMBERSHIP

Managers or Members shall have the right to admit or not admit new members as more particularly set forth in the Operating Agreement, and otherwise complying with and agreeing to the terms and provisions of the Operating Agreement.

ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the existence of the Company shall continue.

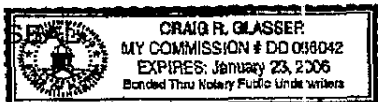
Executed by the undersigned Manager at Boca Raton, Florida on the 23 day of NOV, 2005.

Jamie Schwartz, Manager

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23 day of November 2005, by Jamie Schwartz, he/she () is personally known to me or () has produced his driver license as identification.

NOTARY



Craig R. Glasser
Notary Public

My commission expires:

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **SHM COMMUNICATIONS , L.L.C.**

The name of the initial registered agent of the limited liability company is Neil S.
Baritz, Baritz & Colman LLP, 150 E. Palmetto Park Road, Suite 750, Boca Raton, FL
33432

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the
above stated limited liability company at the place designated in this certificate, I
hereby accept the appointment as registered agent and agree to act in that capacity.
I further agree to comply with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and accept the obligations
of my position as registered agent.


Neil S. Baritz

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Date: Nov 23, 2005

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