

Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : UPCHURCH, BAILEY & UPCHURCH, P.A.
Account Number : 075350000207
Phone : (904) 829-9066
Fax Number : (904) 825-4862

FLORIDA/FOREIGN LIMITED LIABILITY CO

Smith Management & Consulting Services, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
SMITH MANAGEMENT & CONSULTING SERVICES, LLC**

The undersigned adopts the following Articles of Organization for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act.

ARTICLE I

Name

The name of the limited liability company (the "Company") is Smith Management & Consulting Services, LLC.

ARTICLE II

Duration

The Company shall have perpetual existence.

ARTICLE III

Mailing and Street Address of Principal Office

The mailing and street address of the Company's principal office is 4185 State Road 16, St. Augustine, Florida 32092.

ARTICLE IV

Name and Address of Registered Agent

The name of the Company's initial registered agent is Dennis M. Smith, Jr. street address of the registered agent is 4185 State Road 16, St. Augustine, Florida 32092.

ARTICLE V

Admission of New Members

The members shall have such rights to admit new members as provided in the Operating Agreement.

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ARTICLE VI

Continuity of Business

The members shall have such rights to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member as may be provided in the Operating Agreement.

ARTICLE VII

Management

The Company shall be a manager managed company. The initial manager shall be:

Dennis M. Smith, Jr.

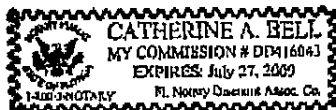
4185 State Road 16
St. Augustine, Florida 32092

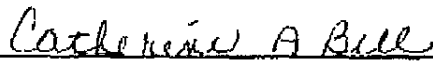
IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned has executed these Articles of Organization on this 9th day of March, 2006.


Dennis M. Smith, Jr.

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 9th day of March, 2006, by Dennis M. Smith, Jr., who (X) is personally known to me or () has produced a Florida driver's license as identification.



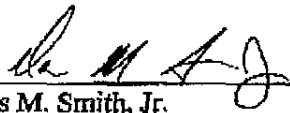

Notary Public
CATHERINE A. BELL
Name of Notary Typed/Printed/Stamped
Commission No.: DD 416043
Commission Expires July 27, 2009

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ACCEPTANCE OF REGISTERED AGENT

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

DATED this 9th day of March, 2006.


Dennis M. Smith, Jr.

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