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SECRETARY OF STATE
DIVISION OF CORPORATIONS

#### MICHAEL D. TANNENBAUM

Attorney at Law

2161 PALM BEACH LAKES BLVD. SUITE 304 WEST PALM BEACH, FLORIDA 33409

> Telephone (561) 471-1406 Fax (561) 683-7551

October 17, 2006

Department of State Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: SAMAX, LLC

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization on the above-referenced limited liability company. Also enclosed is a check in the amount of \$155.00 made payable to "Florida Secretary of State" covering the following charges:

Filing Fee \$100.00
Certified Copy 30.00
Registered Agent
Designation 25.00

Total \$155.00

Please forward a certified copy to me at the above address.

If you should have any questions, please feel free to contact  $\ensuremath{\mathsf{me}}\xspace$  .

Very truly

MICHAEL D. TANNENBAUM

MDT/cd

Encl.

## ARTICLES OF ORGANIZATION

#### **OF**

## SAMAX, LLC

These Articles of Organization of SAMAX, LLC (the "Company"), have been duly executed and are being filed by the undersigned member to form a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608) as follows:

## ARTICLE I

The name of the limited liability company formed hereby is SAMAX, LLC.

# ARTICLE II ADDRESS

The mailing address and street address of the principal office is 241 Fishermans Way, Jupiter, FL 33477.

# ARTICLE III REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the registered agent and registered office of the Company is Jill Mason, 241 Fishermans Way, Jupiter, FL 33477.

# ARTICLE IV MANAGEMENT

The Company is to be a manager-managed company as set forth in its Operating Agreement. The management of the business and affairs of the Company shall be vested in a Board of Managers.

#### ARTICLE V DURATION

The Company shall have a perpetual existence commencing on the date of the filing of these Articles of Organization with the Department of State

#### ARTICLE VI MEMBERSHIP INTERESTS

Membership interests in the Company shall be composed of units of interest ("Units"). The number of Units to be issued upon any combination shall be solely within the discretion of the Board of Managers, and no restatement of the value of the previous contributions shall occur upon the issuance of new Units. Each Unit shall be identical to every other unit with respect to financial and governance rights. Except as provided by the Board of Managers, each Unit shall have one vote on all matters to be voted upon by the members and shall have equal rights and preferences in all other matters. There shall be no limitation on the authorized number of Units which may be issued by the Board of Managers.

**MEMBERS** 

JILL MASON

IRVINE MASON

SECRETARY OF STATE DIVISION OF CORPORATION

### CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE STATUTES, FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is SAMAX, LLC.
- 2. The name and Florida street address of the registered agent and office are:

Jill Mason 241 Fishermans Way Jupiter, FL 33477

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 this 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 as provided in Chapter 608, F.S.

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