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Florida Department of State
Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

SMAT INVESTMENTS LLC

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JOSEPH PERLMAN

PAGE 001/001

Florida Dept of State

PAGE 01/06



April 13, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

JOSEPH N. PERLMAN

SUBJECT: SMAT INVESTMENTS LLC
REF: W07000018101

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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.

Please refax cover sheet with articles of organization.

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

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

FAX Aud. #: H07000091578
Letter Number: 807A00024971

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
SMAT INVESTMENTS LLC**

The undersigned, acting as Organizer of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (hereinafter referred to as "Company"):

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ARTICLE I - NAME

The name of the Company is **SMAT INVESTMENTS LLC**.

ARTICLE II - DURATION

This Company shall begin on the effective date of filing these Articles of Organization and shall have perpetual existence unless dissolved according to law.

ARTICLE III - BUSINESS

The Company is organized to purchase real estate, and to do very other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and Florida.

ARTICLE IV - PRINCIPAL OFFICE and MAILING ADDRESS

The principal office and mailing address of the Company is 820 Gulf Boulevard, Belleair Shores, FL 33786.

ARTICLE V - INITIAL REGISTERED AGENT and OFFICE

The street address of the initial registered agent of the Company is Shaker Youssef, and the name of its initial registered agent at that address is 820 Gulf Boulevard, Belleair Shores, Florida 33786.

ARTICLE VI - ORGANIZER

The name and address of the member of the Company executing these Articles of Organization is Shaker Youssef, 820 Gulf Boulevard, Belleair Shores, Florida 33786.

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ARTICLE VII - MANAGEMENT

The names and addresses of the managers of the Company are Shaker A. Youssef - 26% at 820 Gulf Boulevard, Belleair Shores, Florida 33786, Madelene S. Youssef - 25%, at 820 Gulf Boulevard, Belleair Shores, Florida 33786, Aida N. Youssef, - 25% at 820 Gulf Boulevard, Belleair Shores, Florida 33786, and Tawfik K. Youssef - 24%, at 820 Gulf Boulevard, Belleair Shores, Florida 33786. The managers shall serve as such or until his successor is elected and qualified in accordance with the Regulations of the Company.

ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except on the express written consent of all members of the Company.

ARTICLE IX - CONTINUATION OF BUSINESS

The remaining members of the Company shall continue the business of the Company on the death, retirement, expulsion, bankruptcy, or dissolution of a member.

Dated this 3rd day of APRIL, 2007.

ORGANIZING MEMBER

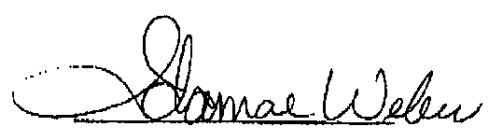

SHAKER YOUSSEF

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, Shaker Youssef, personally appeared known to me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 3 day of April, 2007.

My Commission Expires:


Notary Public


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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby 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 the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 3rd day of April, 2007.

Shaker Youssef
SHAKER YOUSSEF

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared, Shaker Youssef known to me to be the person who executed the foregoing Acceptance of Designation as Registered Agent, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 3 day of April, 2007.

Idamae Weber
Notary Public

My Commission Expires:



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