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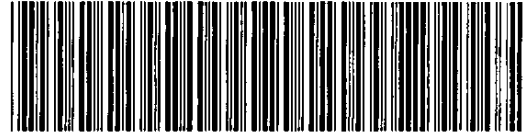
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07 AUG -3 AM 11:45  
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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SMEN, LLC

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TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

**ARTICLES OF ORGANIZATION  
OF  
SMEN, LLC**

**FILED**  
07 AUG -3 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida does set forth the following:

**ARTICLE I - Name**

The name of the limited liability company is: **SMEN, LLC**, hereinafter referred to as the "Limited Liability Company."

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Limited Liability Company is: 2455 E. Sunrisc Blvd. #1201 Ft. Lauderdale, FL 33304.

**ARTICLE III - Period of Duration.**

The Limited Liability Company shall come into existence upon the filing of these Articles of Organization with the Secretary of State, State of Florida, and shall have perpetual existence, unless earlier terminated by operation of law or as provided in these Articles of Organization or the Operating Agreement of the Limited Liability Company.

**ARTICLE IV - Initial Registered Office and Registered Agent**

The name and address of the initial registered agent in Florida for the Limited Liability Company is: Clifford J. Hunt, Esquire, c/o Law Office of Clifford J. Hunt, P.A., 8200 Seminole Boulevard, Seminole, Florida 33772.

**ARTICLE V - Membership**

Additional Persons or Entities may be admitted to the Limited Liability Company as members upon unanimous consent of the current members and on such terms and conditions as

determined by the members and in accordance with these Articles of Organization and the Operating Agreement of the Limited Liability Company.

#### **ARTICLE VI - Purpose**

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

#### **ARTICLE VII - Continuity of Business.**

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company within ninety (90) days of the terminating or dissolving event.

#### **ARTICLE VIII - Management.**

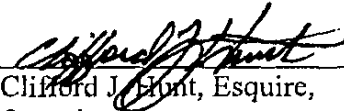
The Limited Liability Company shall be managed by a Manager. The name and address of the initial Chief Executive Manager who is to serve as such until the first annual meeting of the members or until its successor is elected and qualified is as follows: Mr. Thomas Runzo, 2455 E. Sunrise Blvd. #1201 Ft. Lauderdale, FL 33304.

#### **ARTICLE IX - Rules and Regulations of the Company**

The power to adopt, alter, amend or repeal the rules and regulations of the Limited Liability Company shall be vested in the members of the Company in accordance with the Operating Agreement of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned, being the organizer/incorporator of the Limited Liability Company, certifies that this instrument constitutes the proposed Articles of Organization of SMEN, LLC, pursuant to, and in accordance with, Chapter 608, of the Florida Statutes.

Duly executed in Seminole, Florida on this 2nd day of August, 2007.

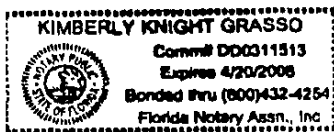
  
Clifford J. Hunt, Esquire,  
Organizer/Incorporator

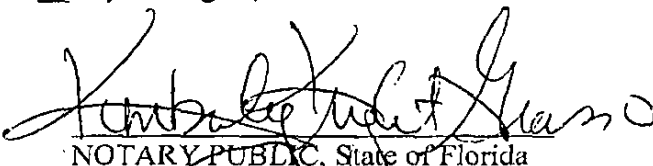
STATE OF FLORIDA                     )  
COUNTY OF PINELLAS                )

BEFORE ME, the undersigned authority, personally appeared Clifford J. Hunt, who produced who is known to me and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 2 day of August, 2007.

(SEAL)



  
NOTARY PUBLIC, State of Florida  
My Commission Expires:

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.407, Florida Statutes, the mentioned Limited Liability Company, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the limited liability company is: SMEN, LLC;
2. The name and street address of the registered agent and office is: Clifford J. Hunt, c/o Law Office of Clifford J. Hunt, P.A., 8200 Seminole Boulevard, Seminole, Florida 33772.

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 FOR IN CHAPTER 608, F.S.

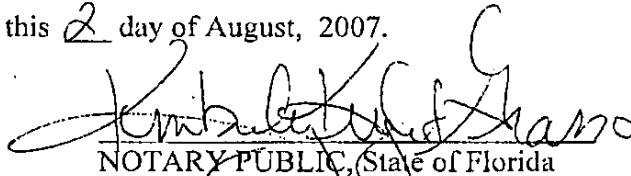


  
Clifford J. Hunt, Registered Agent

STATE OF FLORIDA       )  
COUNTY OF PINELLAS   )

BEFORE ME, the undersigned authority, personally appeared Clifford J. Hunt who is known to me as the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 2 day of August, 2007.

  
NOTARY PUBLIC, State of Florida

(SEAL)

My Commission Expires: