

W080000012670

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

s & w ecomercial, llc

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EXAMINER

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January 29, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: S & W ECOMERCIAL, LLC
REF: W08000004647

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.

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.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Regulatory Specialist IIFAX Aud. #: H08000022776
Letter Number: 908A000059232008 FEB -5 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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P.O BOX 6327 - Tallahassee, Florida 32314

H08000022776

**ARTICLES of ORGANIZATION
of
S & W ECOMMERCIAL, LLC,
A Florida Limited Liability Company**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be S & W ECOMMERCIAL, LLC, a Florida Limited Liability Company (hereinafter referred as the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 9001 N.W. 7th Court, Pembroke Pines, FL 33024.

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Matthew F. Yon, Esquire, 3301 N.W. Boca Raton Blvd., Suite 200, Boca Raton, FL 33431.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth as follows:

William M. Baker, Jr. - \$100.00

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

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ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except upon the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her or its interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her or its interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is William M. Baker, Jr.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Hollywood, Florida, on the 11TH day of January, 2008.

By: William M. Baker, Jr.
William M. Baker, Jr.

Sworn to and subscribed before me this 11TH day of January, 2008, by WILLIAM M. BAKER, JR., who is personally known to me or who has produced _____ as identification, and who did take an oath.



LAURA BOURNE BURDETTE
MY COMMISSION # 00438861
EXPIRES: June 3, 2009
Burdette Thru Budget Notary Services

My Commission Expires:
(Seal)

Notary Public State of Florida at Large
Name:

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STATE OF FLORIDA
TALLAHASSEE

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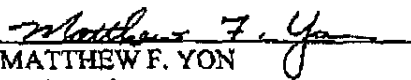
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, **S & W ECOMMERCIAL, LLC, a Florida Limited Liability Company**, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **S & W ECOMMERCIAL, LLC**.
2. The name and street address of the registered agent in Florida are:

Matthew F. Yon, Esq., 3301 N.W. Boca Raton Blvd., Suite 200, Boca Raton, FL 33431

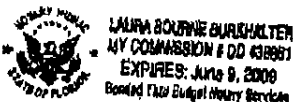
The undersigned, being the person named in the articles of organization of **S & W ECOMMERCIAL, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts 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 his or her duties, and is familiar with and accepts the obligations of the position of registered agent as provided for in Chapter 608, Florida Statutes.


MATTHEW F. YON
Registered Agent

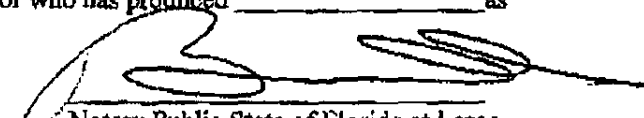
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ALL CHARGES - FLORIDA

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Sworn to and subscribed before me this 11th day of January, 2008, by **MATTHEW F. YON**, who is personally known to me or who has produced _____ as identification and did take an oath.



My Commission Expires:
(Seal)


Notary Public State of Florida at Large
Name:

H08000022776