

MAY-29-2008 16:05

SMITH GAMBRELL AND RUSSEL

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Florida Department of State
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Account Number : I20020000143
Phone : (404) 815-3538
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

SMC Properties, LLC

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MAY 30 2008

EXAMINER

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08 MAY 29 PM 4:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMC PROPERTIES, LLC
ARTICLES OF ORGANIZATION

The undersigned Members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, do hereby adopt the following Articles of Organization:

ARTICLE I
NAME

The name of the Company is: SMC Properties, LLC.

ARTICLE II
ADDRESS

The mailing address of the Company is: 1327 Peachtree Street, NE, Apt. 803, Atlanta, GA 30309. The principal place of business of the Company is: 1327 Peachtree Street, NE, Apt. 803, Atlanta, GA 30309.

ARTICLE III
REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is 50 North Laura Street, Suite 2600, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Mark O. Wilhelm, II, Esquire.

ARTICLE IV
MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V
DURATION AND CONTINUATION

The period of duration of the Company shall be perpetual, unless sooner terminated in accordance with the Operating Agreement of the Company or by the unanimous agreement of the Members of the Company.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the unanimous agreement of the Members of the Company in the manner set forth in the Operating Agreement of the Company.

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**ARTICLE VII
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The Members shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member of the Company in the manner set forth in the Operating Agreement of the Company.

**ARTICLE VIII
OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 14 day of May, 2008.


JUDITH E. STARKEY, Member, Manager


MABRY B. COOKE, Member, Manager


WILLIAM S. MUSSO, Member, Manager

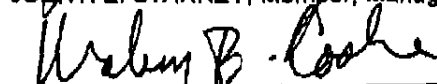
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

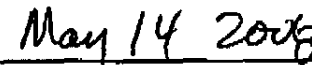
In compliance with Section 608.415, Florida Statutes, the following is submitted:

That SMC Properties, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1327 Peachtree Street, NE, Apt. 803, Atlanta, GA 30309, has named Mark O. Wilhelm, II, Esquire located at 50 North Laura Street, Suite 2600, Jacksonville, Florida 32202 as its agent to accept service of process within Florida.


JUDITH E. STARKEY, Member, Manager


MABRY B. COOKE, Member, Manager

WILLIAM S. MUSSO, Member, Manager


Date

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this certificate, Mark O. Wilhelm, II, Esquire hereby agrees to act in this capacity, and Mark O. Wilhelm, II, Esquire further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

MARK O. WILHELM, II

Date

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SMITH GAMBRELL AND RUSSEL

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MAY 29 2008 3:01PM

BILL MUSSO DESIGNS, INC

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 808.415, Florida Statutes, the following is submitted:

That SMC Properties, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1327 Peachtree Street, NE, Apt. 803, Atlanta, GA 30309, has named Mark O. Wilhelm, II, Esquire located at 60 North Laura Street, Suite 2800, Jacksonville, Florida 32202 as its agent to accept service of process within Florida.

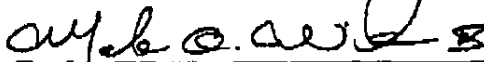
JUDITH E. STARKEY, Member, Manager

MABRY B. COOKE, Member, Manager


WILLIAM S. MUSSO, Member, Manager

5/20/08
Date

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this certificate, Mark O. Wilhelm, II, Esquire hereby agrees to act in this capacity, and Mark O. Wilhelm, II, Esquire further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


MARK O. WILHELM, II

5/29/08
Date

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TOTAL P.05