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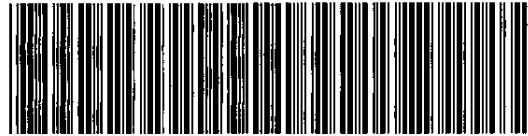
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TALLAHASSEE, FLORIDA

10 SEP 27 PM 2:49

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**THE COHRS LAW GROUP, P.A.**

ATTORNEYS AND COUNSELORS AT LAW

1901 ULMERTON ROAD • SUITE 425 • CLEARWATER • FLORIDA • 33762

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September 24, 2010

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
Corporate Filings  
2661 Executive Center Circle  
Tallahassee, Florida 32301

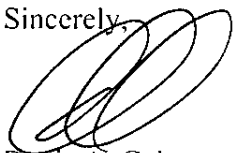
**RE: Articles of Organization of Smarty Pants Enterprises, LLC**

Dear Madam/Sir:

Enclosed herewith are an original and one copy of the fully executed Articles of Organization in connection with the referenced LLC. Please file the Articles and return one filed-stamp copy to this office in the postage paid envelope enclosed herewith. Also enclosed is this firm's check in the amount of \$125.00, the amount necessary to file the Articles of Organization.

If you should need anything further, please feel free to call.

Sincerely,



Denis A. Cohrs

DAC/tr  
Encls.

**ARTICLES OF ORGANIZATION**  
**OF**  
**SMARTY PANTS ENTERPRISES, LLC**

I, the undersigned, hereby make, subscribe, acknowledge, and file, with the Secretary of State of the State of Florida, pursuant to), these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with Chapter 608, Fla. Stat. (2009) and the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of this Limited Liability Company is **Smarty Pants Enterprises, LLC.**

**ARTICLE II**  
**COMMENCEMENT OF EXISTENCE AND DURATION**

The existence of this Limited Liability Company shall commence on September 24, 2010, and it shall thereafter have perpetual existence.

**ARTICLE III**  
**PURPOSES**

This Limited Liability Company may engage in the transaction of any or all lawful business for which a limited liability company may be organized under the laws of the State of Florida.

**ARTICLE IV**  
**MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address and principal place of business of this Limited Liability Company shall be:

**13031 US Hwy 19 North  
Clearwater, FL 33764**

and such other place or places as the members may from time to time determine.

**ARTICLE V**  
**REGISTERED AGENT**

The initial Registered Agent and Registered Office of this Limited Liability Company shall be

**The Cohrs Law Group, P.A.  
1901 Ulmerton Road, Suite 425  
Clearwater, Florida 33762**

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TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**MANAGEMENT OF BUSINESS; INITIAL MANAGER**

The conduct and management of this Limited Liability Company, pursuant to specific rules regarding the rights and duties as enumerated in the Operating Agreement of this Limited Liability Company, shall be vested in one or more Managers appointed by the Members. The initial Manager of this Limited Liability Company shall be:

**John W. Cannon**  
**13031 US Hwy 19 North**  
**Clearwater, FL 33764**

**ARTICLE VII**  
**OPERATING AGREEMENT**

The Members of this Limited Liability Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with laws of the State of Florida or these Articles. The power to alter, amend or repeal such an Operating Agreement shall be vested in the Members of this Limited Liability Company in the manner set forth therein.

**ARTICLE VIII**  
**OWNERSHIP OF PROPERTY**

Real or personal property originally brought into or transferred to this Limited Liability Company, or acquired by this Limited Liability Company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

**ARTICLE IX**  
**TRANSFERABILITY OF MEMBERS' INTEREST**

A Member's interest in this Limited Liability Company may not be pledged, assigned, hypothecated, levied, sold, transferred or executed upon, whether voluntarily or involuntarily, except upon the unanimous written consent of all non-transferring Members of the Limited Liability Company, which consent may be withheld for any reason whatsoever. Without this written consent, no transfer shall be recognized by this Limited Liability Company and the transferee shall not be entitled to become a Member, to participate in the management of this Limited Liability Company or to share in profits and losses, to receive any distributions, or to receive such allocation of income, gain, loss, deduction, or credit or similar item to which the assignor was entitled.

**ARTICLE X**  
**ADMISSION OF NEW MEMBERS**

Additional members may be admitted from time to time on such terms and conditions as are set forth in the Operating Agreement of this Limited Liability Company.


**ARTICLE XI**  
**INDEMNIFICATION**

This limited liability company shall indemnify any member, former member, manager or former manager to the full extent permitted by Section 608.4229, Florida Statutes (2009), as amended from time-to-time.

**ARTICLE XII**  
**AMENDMENTS**

These Articles may be amended from time to time by the unanimous agreement of the Members, and the amendments shall be filed, duly signed by an authorized representative of the Limited Liability Company, with the Florida Department of State.

**IN WITNESS WHEREOF**, the undersigned, as an authorized agent and representative for all Members, has executed these Articles of Organization on this 24<sup>th</sup> day of September, 2010.

  
\_\_\_\_\_  
Denis A. Cohrs, authorized agent

**CERTIFICATE OF ACCEPTANCE OF  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Denis A. Cohrs

Date: November 24, 2010.