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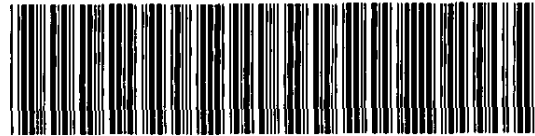
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR

NOV 30 2010

EXAMINER

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DIVISION OF CORPORATIONS
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CAPITAL CONNECTION, INC.

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

SMALL PARTNERS, LLC

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- _____ 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 _____

Signature _____

Requested by: _____

Name

Date

Time

11-30 AM

ARTICLES OF ORGANIZATION OF
SMAI PARTNERS, LLC

The undersigned certifies that she is acting as the organizing Member for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further certifies that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **SMAI Partners, LLC**, and its principal office shall be located at 1520 Royal Palm Square Blvd., Suite #160, in the City of Fort Myers, County of Lee, State of Florida 33919, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be 1520 Royal Palm Square Blvd., Suite #160, Fort Myers, FL 33919.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm,

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10 NOV 2011

syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III MANAGEMENT

All limited liability company powers shall be exercised by and under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of the limited liability company in proportion to the then-current percentage or other interest in the profits of the limited liability company owned by all the members or elected managing members. Unless otherwise provided in the Operating Agreement of the limited liability company, the decision of a majority-in-interest of the members or elected managing members shall be controlling.

ARTICLE IV INITIAL MEMBERSHIP

The names and mailing addresses of the initial members of the limited liability company, and the percentage interest of each member, are as set forth below:

Laurel Smith (33.3%)
1520 Royal Palm Square Blvd., Suite #160
Fort Myers, FL 33919

The Tina McCain Matte Trust Dated May 7, 2009 (33.3%)
1520 Royal Palm Square Blvd., Suite #160
Fort Myers, FL 33919

Melinda Isley (33.3%)
1520 Royal Palm Square Blvd., Suite #160
Fort Myers, FL 33919

ARTICLE IV
DURATION


The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall continue in perpetuity, unless sooner terminated, liquidated or dissolved, as provided in the regulations adopted by members.

ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida 33901, and the name of the company's initial registered agent at that address is PETER J. GRAVINA, ESQUIRE.

The undersigned, being the organizing member of SMAI Partners, LLC, certifies that this instrument constitutes the proposed Articles of Organization of SMAI Partners, LLC

Executed by the undersigned at Fort Myers, Lee County, Florida on the 17th day of November, 2010.



Laurel Smith

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Laurel Smith, who is personally known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 17th day of November, 2010.



EILEEN J. TIEDEMANN
MY COMMISSION #DD940501
EXPIRES: November 30, 2013
Bonded Thru Budget Notary Services

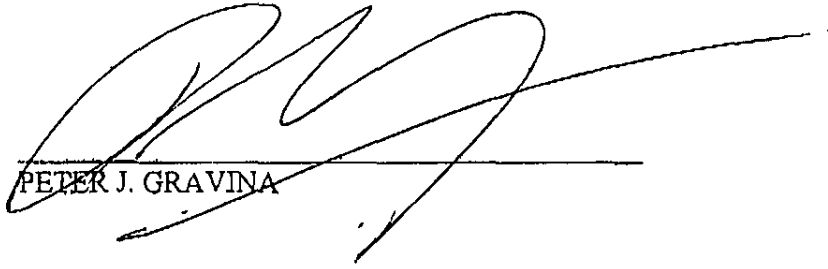
Eileen J. Tiedemann
, Notary Public
My Commission No.: DD940501
My Commission Expires: Nov. 30, 2013

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with
said Act:

First—That SMAI Partners, LLC, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, in the City of Fort Myers, County of Lee, State of Florida, has named **PETER J. GRAVINA, ESQ.**, located at 1833 Hendry St., City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated company, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



PETER J. GRAVINA