

19600000339

LAW PRACTICE OF J.D. GROSSMAN, P.A.

ATTORNEYS AT LAW
3800 EAST LAS OLAS BOULEVARD
FOURTH FLOOR
FORT LAUDERDALE, FL 33301
PHONE (305) 707-3345
FAX (305) 707-3347

J.D. GROSSMAN, LL.M.
GARY A. PEDER
KENNETH J. DUNN

ADDITIONAL
BAR MEMBERSHIP
NEW JERSEY
NEW YORK AND
DISTRICT OF COLUMBIA

March 18, 1996

100001753381
-03/21/96--01103--003
****337.50 ****337.50

Department of State
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Organization

Dear Sir or Madam:

Enclosed please find the Articles of Organization and respective filing fees for the following limited liability companies:

America's 220 SMR Holdings I, LLC
America's 220 SMR Holdings II, LLC
America's 220 SMR Holdings III, LLC
America's 220 SMR Holdings IV, LLC
America's 220 SMR Holdings V, LLC
America's 220 SMR Holdings VI, LLC

MAR 27 1996

BBB

Please forward the certified copies of the recorded documents to me at the above address.

Thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact our offices.

Sincerely,



Kenneth J. Dunn, Esq.

FILED
96 MAR 21 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMERICA'S SMR 220 HOLDINGS I, LLC

ARTICLES OF ORGANIZATION

The undersigned, acting as organizer of America's SMR 220 Holdings I, LLC, pursuant to the Florida Limited Liability Company Act, adopts the following Articles of Organization for said Limited Liability Company:

I. NAME OF COMPANY

The name of the limited liability company is America's SMR 220 Holdings I, LLC (the "Company").

II. PERIOD OF DURATION

The period of duration is thirty years from the date of filing of these Articles of Organization with the Florida Secretary of State, unless the Company is sooner dissolved.

III. PURPOSE

The business purpose of the Company shall be or include the transaction of any or all lawful business for which limited liability companies may be organized under this Act.

IV. MAILING ADDRESS

The mailing address of the Company shall be in the State of Florida at the following address:

3852 Black Forest Circle
Boynton Beach, Florida 33436

FILED
96 MAR 21 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**V.
REGISTERED OFFICE AND AGENT**

The Company's initial registered agent, and the name and address of the initial registered agent is as follows:

The Law Practice of J.B. Grossman, P.A.
2300 East Las Olas Boulevard
Fourth Floor
Fort Lauderdale, FL 33301

**VI.
MANAGEMENT OF THE COMPANY**

The Company is to be managed by its members, although the company is authorized to retain other managers and/or persons to conduct the day-to-day business affairs of the Company. The names and addresses of the initial members are as follows:

Dennis Lentin
3852 Black Forest Circle
Boynton Beach, Florida 33436

D & L Consultants, Inc.
3852 Black Forest Circle
Boynton Beach, Florida 33436

**VII.
ADDITIONAL MEMBERS**

The Members reserve the right to admit additional Members upon the three-fourths vote of the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Regulations. Notwithstanding the foregoing, the Company may delegate the admission of new members to one or more of the then existing members.

IX.
CONTINUATION UPON EVENT OF DISSOLUTION

The Members shall have the right to continue the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company as long as there are at least two remaining Members, and a majority of the remaining Members agree to continue the Company by written consent within 90 days after the terminating event, as set forth in the Regulations of the Company.

X.
LIABILITIES OF MEMBERS AND MANAGERS

Members and managers (if any) of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company.

XI.
INDEMNIFICATION OF MEMBERS AND AGENTS

The Company shall indemnify its members and agents to the fullest extent provided by the Florida limited liability company act.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 18 day of MARCH, 1996.

I, Kenneth J. Dunn, Esq., on behalf of the Law Practice of J.B. Grossman, P.A., an authorized representative (for the purpose of preparing these Articles only) of the initial members of the above-named limited liability company, hereby affirms under penalties of perjury that the facts contained herein are true to the best of my knowledge this 18 day of MARCH, 1996.


The Law Practice of J.B. Grossman, P.A., as authorized representative of the initial members, for the singular purpose of preparing these Articles

By: Kenneth J. Dunn
As an officer

**AFFIDAVIT PURSUANT TO FLORIDA STATUTE 608.407(2)
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned authorized representative of the initial members of America's 220 SMR Holdings I, LLC, upon information provided to the undersigned, states:

- 1) The above-named limited liability company has at least two members;
- 2) The total amount of cash contributed by the members to the limited liability company to date is \$0.
- 3) If any, the agreed value of property other than cash contributed by member(s) to date is \$0.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is approximately \$500,000.00



Signature of authorized representative (for the singular purpose of
preparing these Articles) of the initial members

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT & OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.407(d), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 Amercia's SMR 220 Holdings I, LLC.
2. The name and address of the registered agent and office is:

Law Practice of J.B. Grossman, P.A.
2300 East Las Olas Boulevard
Fourth Floor
Fort Lauderdale, FL 33301
Attn: Kenneth J. Dunn, Esq.

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.

The Law Practice of J.B. Grossman, P.A.

By: _____

As an officer

Date

3/18/96

FILED
96 MAR 21 AM 11:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE