



THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 655289 81341A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF CORPORATION
DIVISION OF CORPORATIONS
97 DEC 31 AM 9:08

ORDER DATE : December 31, 1997

ORDER TIME : 2:31 PM

ORDER NO. : 655289-005

CUSTOMER NO: 81341A

CUSTOMER: Mr. Peter D. Loguidice
ROBIN A. LLOYD, SR. AND
ASSOCIATES, P.A.
Suite 201
660 Beachland Boulevard
Vero Beach, FL 32963

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-01/02/98--01001--025
***285.00 ***285.00

DOMESTIC FILING

NAME: SMITH & SAWYER, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

12/31/97
B/K

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ARTICLES OF ORGANIZATION
OF
SMITH & SAWYER, L.L.C.
(a Florida Limited Liability Company)

The undersigned certify that we have associated ourselves together for the purpose of becoming 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.

ARTICLE I
(Name and Principal Place of Business)

The name of the limited liability company is SMITH & SAWYER, L.L.C., and the mailing address and street address of its principal office is 200 Camelia Court North, Vero Beach, Florida 32963.

ARTICLE II
(Duration)

The limited liability company shall come into being upon the filing of the Articles of Organization with the Secretary of State, State of Florida, and shall have perpetual existence, unless earlier terminated by operation of law or as provided in these Articles or the Operating Agreement of the limited liability company.

ARTICLE III
(Initial Registered Office and Registered Agent)

The mailing address of the initial registered office, and principal place of business, of the limited liability company is 200 Camelia Court North, Vero Beach, Florida, 32963. The name of

the company's initial registered agent at that address is Robert L. Smith.

ARTICLE IV
(Membership Restrictions - Admissions)

Additional persons or entities may be admitted to the limited liability company as members upon the unanimous consent of the current members and on such terms and conditions as determined by the members and in accordance with these Articles and the Operating Agreement of the limited liability company.

ARTICLE V
(Right to Continue Business)

On the death, withdrawal, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the consent of a majority (or all) of the remaining members within ninety (90) days of the terminating or dissolving event.

ARTICLE VI
(Management)

The limited liability company shall be managed by two managers. The names and addresses of the persons who shall serve until the first annual meeting of members are as follows:
Robert L. Smith, 200 Camelia Court North, Vero Beach, Florida 32963 and Patricia L. Sawyer, 200 Camelia Court North, Vero Beach, Florida 32963.

IN WITNESS WHEREOF, the undersigned, being an original member of the limited liability company, certifies that this

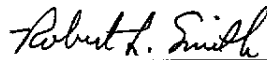
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instrument constitutes the proposed Articles of Organization
Smith & Sawyer, L.L.C.

Executed by the undersigned this 29th day of December,
1997.



RICHARD E. SIGNORELLI
Notary Public, State of New York
No. 31-5009038
Qualified in New York County
Commission Expires March 8, 1999


Robert L. Smith

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF New York :
COUNTY OF New York : ss.

In pursuance of Chapter 608.407(1)(d), of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is SMITH & SAWYER, L.L.C.

The name of the registered agent for SMITH & SAWYER, L.L.C., is Robert L. Smith, and the street address of the company's principal office where the agent is located is 200 Camelia Court North, Vero Beach, Indian River County, Florida, 32963.

This statement is to acknowledge that, as indicated above, SMITH & SAWYER, L.L.C., has appointed me, Robert L. Smith, as its Registered Agent to accept service of Process for the company at the place designated above in this certificate. I accept this 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.

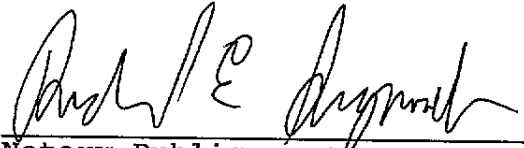
Robert L. Smith
Robert L. Smith

December 29, 1997
Dated

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The foregoing instrument was acknowledged before me this
29th day of December, 1997, by Robert L. Smith on behalf of
SMITH & SAWYER, L.L.C., a limited liability company. He is
personally known to me or has produced ^{is} her driver's license as
identification.

RICHARD E. SIGNORELLI
Notary Public, State of New York
No. 31-5008038
Qualified in New York County
Commission Expires March 8, 1999


Notary Public
State of New York
My Commission Expires: 3/8/99

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF New York :
COUNTY OF New York : ss.

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member Smith & Sawyer, L.L.C., deposes and says:

1. The limited liability company identified above has at least two members.

2. The total amount of cash contributed by the members is \$1,000.00, contributed in the following manner:

<u>MEMBER</u>	<u>INITIAL CAPITAL CONTRIBUTION</u>	<u>PERCENTAGE INTEREST</u>
Robert L. Smith	\$500.00	50%
Patricia L. Sawyer	\$500.00	50%

3. The total amount of cash or property anticipated to be contributed by the members in the future is \$0.00.

Robert L. Smith
Robert L. Smith

The foregoing instrument was acknowledged before me this 29th day of December, 1997, by Robert L. Smith on behalf of Smith & Sawyer, L.L.C., a limited liability company. He is personally known to me or provided a driver's license as identification.

Richard E. Signorelli
Notary Public
State of New York
My Commission Expires: 3/8/99

RICHARD E. SIGNORELLI
Notary Public, State of New York
No. 31-5008038
Qualified in New York County
Commission Expires March 8, 1999