

L98000001545



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 936229 126795A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
98 AUG 21 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 21, 1998

ORDER TIME : 11:49 AM

ORDER NO. : 936229-010

CUSTOMER NO: 126795A

600002622206--1

CUSTOMER: Evan R. Marbin, Esq
EVAN R. MARBIN & ASSOCIATES,
P.A.
Penthouse 104
48 East Flagler Street
Miami, FL 33131

-08/21/98-01076-006
****285.00 ****285.00

CM

DOMESTIC FILING

NAME: TYLER HOUSE, 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 Reynolds

EXAMINER'S INITIALS: _____

RECEIVED
98 AUG 21 PM 12:16
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY
TYLER HOUSE, L.L.C

The unsigned organizer, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act (the "Act"), adopts the following Articles of Organization:

ARTICLE I
Name

The name of the Limited Liability Company is: **TYLER HOUSE, L.L.C**

ARTICLE II
Address

The mailing address and street address of the principal office of the Limited Liability Company is: 2077 N.E. 120th Road, North Miami, Florida 33181.

ARTICLE III
Commencement Date And Duration

The Limited Liability Company will commence on the date these Articles of Organization are filed with the Florida Department of State in accordance with the provisions of Section 608.409(1) of the Act. The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV
Management

The Limited Liability Company is to be managed by one manager and the name and address of such manager who is to serve as manager is SMG Ventures, Inc., a Florida corporation and its address is 2077 NE 120th Road, North Miami, Florida 33181.

Prepared by: Evan R. Marbin, Esq., FL Bar #314986
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TALLAHASSEE, FLORIDA

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ARTICLE V
Admission of Additional Members

The members shall have the right to admit additional members by unanimous written approval of the admission of the proposed new member by all existing members or their designated representatives.

ARTICLE VI
Members Rights to Continue Business

In the event of 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 in the Limited Liability Company, the remaining members shall have the right to continue business. If all the remaining members consent to continue business, this shall be expressed in writing and a statement reflecting the new proportions of ownership filed with the Department of State within thirty (30) days of the event.

ARTICLE VII
Registered Agent

The name and address of the agent for service of process required to be maintained by Section 608.407(d) of the Act is Sean Grosman and his address is 2077 N.E. 120th Road, North Miami, Florida 33181.

IN WITNESS WHEREOF, the undersigned, being a member of this Limited Liability Company, has duly executed these Articles of Organization, this 20 of August, 1998, and affirms under the penalties of perjury that the facts contained in these Articles are true to the best of his knowledge.

Member:

SMG VENTURES, INC., a Florida corporation

BY: Sean Grosman
SEAN GROSMAN, its President

Prepared by: Evan R. Marbin, Esq., FL Bar #314986
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Miami, Florida 33131
(305) 371-2248

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MIAMI, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Having been named in the Articles of Organization for Tyler House, L.L.C. to be the registered agent and to accept service of process at the place designated, I agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

BY: Sean Grosman
SEAN GROSMAN

Dated: 08/20/98

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TALLAHASSEE, FLORIDA

Prepared by: Evan R. Marbin, Esq., FL Bar #314986
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**AFFIDAVIT OF MEMBERSHIP
AND CONTRIBUTION**

The undersigned member or authorized representative of a member of **Tyler House, L.L.C.** deposes and says:

1. The above named Limited Liability Company has at least one (1) member.

2. The total amount of cash contributed by the members is as follows:

Member:	SMG Ventures, Inc., a Florida corporation	\$100,000.00
	Bengro (US) Holdings, Inc., a Florida corporation	\$200,000.00

3. If any, the agreed value of property other than cash contributed by the members is \$0.

4. The total amount of cash or property anticipated to be contributed by the members is \$1,000,000.00. This total includes the amounts from 2 and 3 above.

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true to the best of the undersigned knowledge.

Member:

SMG VENTURES, INC., a Florida corporation

BY: Sean Grossman
SEAN GROSMAN

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20th day of August, 1998, by SEAN GROSMAN, President of SMG Ventures, Inc., a Florida corporation, member of **Tyler House, L.L.C.**, who is personally known to me or who has produced Florida Driver's License as identification and who did (did not) take an oath.

Sandra Lee Asbury
Name: Sandra Lee Asbury
NOTARY PUBLIC, State of Florida
Commission No.:

My Commission Expires:

Prepared by: Evan R. Marbin, Esq., FL Bar #314986
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Miami, Florida 33131
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