

L980000002434



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 956131 7164318

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 285.00

ORDER DATE : September 9, 1998

ORDER TIME : 8:13 AM

ORDER NO. : 956131-005

CUSTOMER NO: 7164318

CUSTOMER: Mr. David Johnston
MR. DAVID JOHNSTON
MR. DAVID JOHNSTON
Laudonniere #5, 15
Isle Of Venus
Fort Lauderdale, FL 33301

000002673870--8

DOMESTIC FILING

NAME: SMITHWOODS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

SMITHWOODS, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: Laudonniere #5, 15 Isle Of Venice, Ft. Lauderdale, Florida 33301.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Linda S. Johnston
MGRM

Laudonniere #5, 15 Isle of Venice
Ft. Lauderdale, Florida 33301

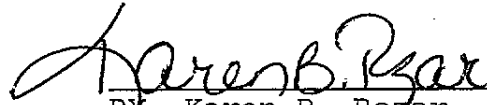
David H. Johnston
Member

Same

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The undersigned authorized representative of a member of SMITHWOODS, LLC hereby executes these articles of organization on this 27th day of October, 1998.

CORPORATION SERVICE COMPANY

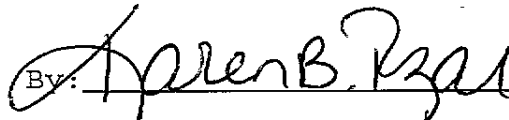


BY: Karen B. Rozar, as its agent
as authorized representative of
SMITHWOODS, LLC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

CORPORATION SERVICE COMPANY



By: _____
Its Agent, Karen B. Rozar

Dated: September 10, 1998


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LIMITED POWER OF ATTORNEY

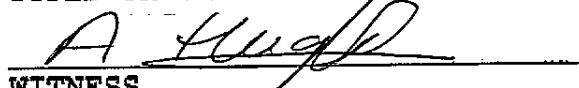
The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of SMITHWOODS, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
day of , 19



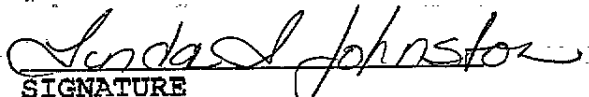
WITNESS

David H. Johnston
TYPED OR PRINTED NAME



WITNESS

MR ANTHONY HUGHES
TYPED OR PRINTED NAME



SIGNATURE

Linda S. Johnston
TYPED OR PRINTED NAME

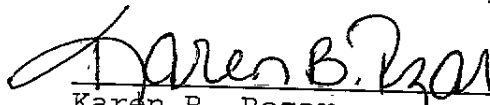
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SMITHWOODS, LLC deposes and says:

- 1) the above named limited liability company has at least two members:
- 2) the total amount of cash contributed by the member(s) is \$2,400.00:
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$4,000.00:
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$28,000.00; the property is production equipment and an automobile.
- 5) the total amount of 2, 3, and 4 is: \$34,400.00.



Karen B. Rozar, as agent for Corporation Service
Company in its capacity as authorized
representative of a member of SMITHWOODS, LLC

das

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