

Steven D. Klein  
Mario E. Toca  
Steven F. Gruckstern

5725 S.W. 77 Terrace  
S. Miami, Florida 33143-5410  
Tel. (305) 663-5942  
Fax (305) 663-8622  
Email: sms@tocanco.com

October 26, 1998

State of Florida  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

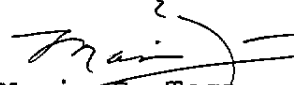
RE: COVER LETTER

Dear Sir/Madam:

Pursuant to your instructions let this serve as a cover letter stating the following on behalf of the undersigned:

Name: Mario E. Toca  
Address: 5725 S.W. 77th Terrace  
S. Miami, FL 33143-5410  
Telephone: (305) 663-5942

Sincerely,

  
Mario E. Toca  
Principal

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TALLAHASSEE, FLORIDA

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W. P. Verifier	



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 29, 1998

ANNA TOCA  
TOCA & COMPANY  
5725 SW 77TH TERRACE  
SOUTH MIAMI, FL 33143-5410

SUBJECT: SMS FINANCIAL SERVICES, LLC  
Ref. Number: W98000022264

We have received your document for SMS FINANCIAL SERVICES, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$285.00.

As stated in our phone conversation today, I'm sending you the proper forms to complete to file a Limited Liability Company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 398A00048826

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TALLAHASSEE, FLORIDA

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W98-22264

**ARTICLES OF ORGANIZATION**  
**OF**  
**SMS FINANCIAL SERVICES, L.L.C.**

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**ARTICLE I.**

**NAME**

The name of the Limited Liability Company is **SMS FINANCIAL SERVICES, L.L.C**

**ARTICLE II.**

**ADDRESS**

The mailing and street address of the principal office of the Limited Liability Company is **5725 SW 77 TERRACE, SOUTH MIAMI, FLORIDA 33143**

**ARTICLE III.**

**DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV.**

**MANAGEMENT**

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

<b><u>NAME</u></b>	<b><u>STREET ADDRESS</u></b>
<b>Steve Klein (Manager member)</b>	<b>5725 SW 77 Terrace Miami, Florida 33143</b>
<b>Mario E. Toca (Manager member)</b>	<b>5725 SW 77 Terrace Miami, Florida 33143</b>
<b>Steve Gluckstern (Manager member)</b>	<b>5725 SW 77 Terrace Miami, Florida 33143</b>

**ARTICLE V.**

**ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: **NONE**

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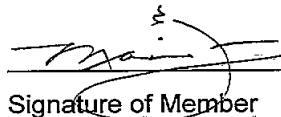
**ARTICLE VI.**  
**MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right, if given, of the remaining members of the limited liability company to continue the business on 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 shall be ongoing.

**ARTICLE VII.**  
**AFFIDAVIT**

The undersigned member of SMS FINANCIAL SERVICES, L.L.C. certifies:

- 1) The above named liability company has at least one member;
- 2) The total amount of cash contributed by the members is \$ 4,000
- 3) If any, the agreed value of property other than cash contributed by members is \$ -0-  
(a description of the property is attached and made a part hereto); and
- 4) The total amount of cash and property contributed and anticipated To be contributed by members is \$ 4,000

  
\_\_\_\_\_  
Signature of Member

(In accordance with section 608.408(3) of Florida Statutes, the execution of this affidavit Constitutes an affirmation under the penalties Of perjury that the facts stated herein are true)

**MARIO E. TOCA**

Typed or Printed name of signee


**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED  
OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and a registered agent in the State of Florida.

- 1) The name of the Limited Liability Company is **SMS FINANCIAL SERVICES, L.L.C.**
- 2) The name and the Florida street address of the registered agent is:

**MARIO E. TOCA  
5725 SW 77 TERRACE  
SOUTH MIAMI, FLORIDA 33143**

*Having been named as registered agent and to accept the 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 the 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.*

  
\_\_\_\_\_  
Signature

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