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Specializing in:
Estate Planning
Trusts & Estates
Real Property

January 12, 1999

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

800002739978--3
-01/13/99--01063--013
****285.00 ****285.00

Re: Articles of Organization for SMJ PROPERTIES, LLC

Dear Sirs:

Please find our check in the amount of \$285.00 to cover the following fees and charges for the enclosed Articles of Incorporation and Designation:

Filing Fee	\$ 250.00
Designation	\$ 35.00

Thank you for your assistance in this matter.

Sincerely,

W. Denis Shelley (T.E.)

W. Denis Shelley, Esq.

WDS/tle

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 5:16

W. Denis Shelley GAVE
AUTHORIZATION BY PHONE TO
CORRECT Mailing Address
DATE 1/25/99
DOC. EXAM mab

Name	
Availability	
Document Examiner	
Updater	
Checker	
Verifier	
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W. P. Verityer	

ARTICLES OF ORGANIZATION
OF
SMJ PROPERTIES, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 5:16

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Article of Organization.

ARTICLE I. NAME

The name of the limited liability company shall be SMJ PROPERTIES, LLC ("Company"). The principal place of business of this Company shall be 1528 Oak Forest Drive, Ormond Beach, Florida 32174.

ARTICLE II. DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III. PURPOSES AND POWERS

The general purpose for which the Company is organized is to acquire, manage, and sell real estate for investment purposes and to transact any other lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida or any other state or country in which the Company is doing business.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is ROBERT A. GOLDBERG, 1528 Oak Forest Drive, Ormond Beach, Florida 32174.

ARTICLE V. CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash and/or property set forth in the Affidavit attached hereto marked Schedule "A" which shall be deemed the "Initial Capital Contributions". Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VI. MEMBERS

A. The name and address of the Initial Member of the company is:

ROBERT A. GOLDBERG 1528 Oak Forest Drive, Ormond Beach, Florida 32174.

b. No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII. TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members

ARTICLE VIII. MANAGEMENT

The Company shall be managed by an Operating Manager in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with Florida law or these Articles of Organization. The name and address of the initial Operating Manager of the company is ROBERT A. GOLDBERG,

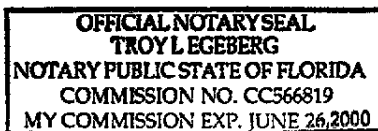
1528 Oak Forest Drive, Ormond Beach, Florida 32174, who shall serve as Operating Manager until the first annual meeting of members or until his successor is elected and qualified.


IN WITNESS WHEREOF, the undersigned Members have made and subscribed these Articles of Organization in Volusia County, Florida for the forgoing uses and purposes this 12th day of January, 1999.


ROBERT A. GOLDBERG, MEMBER

STATE OF FLORIDA
COUNTY OF VOLUSIA

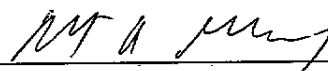
The foregoing instrument was acknowledged before me this 12th day of January, 1999, by ROBERT A. GOLDBERG to me well known to be the Member of the above limited liability company and who subscribed the above Articles of Organization, and who is personally known to me or who has produced a driver's license as identification and who did not take an oath.




Notary Public, State of Florida
My Commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated Company at the place designated in these Articles and being familiar with the obligations associated therewith, I hereby accept the appointment as registered agent and agree to act in this capacity and to comply with the provision of Florida law relative to the proper and complete performance of my duties.

By: 
(Resident Agent)

SCHEDULE A

AFFIDAVIT OF MEMBER AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared ROBERT A. GOLDBERG,
a member of SMJ PROPERTIES, LLC, did depose and say:

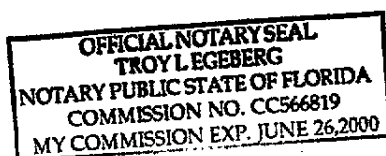
1. The above named Company has initially one member.
2. The total amount of cash contributed by the members is \$18,000.00.
3. The agreed value of property other than cash, if any, contributed by members is \$ 0.00,
a description of the property being attached hereto and made a part hereof.
4. The total amount of cash and/or property anticipated to be contributed by members is
\$18,000.00. This total includes amounts from items 2 and 3 above.

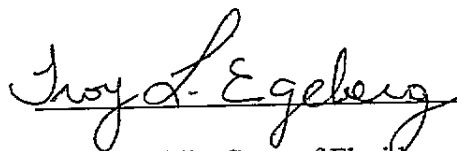
FURTHER YOUR AFFLIANT SAYETH NOT.


ROBERT A. GOLDBERG MEMBER

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 12th day of January, 1999, by ROBERT
A. GOLDBERG who is personally known to me or who has produced a driver's license as
identification and who did take an oath.




Notary Public, State of Florida
My Commission expires: