

Parrish & Moore, P.A.  
ATTORNEYS AT LAW

JON D. PARRISH  
MICHAEL G. MOORE

L 99000001314



ANTHONY M. LAWHON  
ALAN B. FIELDS, of counsel

Via UPS Overnight Delivery

February 26, 1999

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

100002790531--3  
-03/01/99--01102--008  
\*\*\*\*293.75 \*\*\*\*293.75

Re: SMG Properties, L.C.

Dear Sir or Madam:


Enclosed are the following documents regarding the formation of SMG Properties, L.C., a newly formed Florida limited liability company:

1. Articles of Organization of SMG Properties, L.C.;
2. Certificate of Designation of Registered Agent;
3. Affidavit of Membership and Contributions; and
4. Our firm's check in the amount of \$293.75.

Please file the enclosed documents, returning a time and date stamped copy to our office, as well as a Certificate of Status for the aforementioned limited liability company. If you have any questions concerning the foregoing, or if you need additional information or documentation, please advise our office at your earliest convenience.

Very truly yours,

PARRISH & MOORE, P.A.

  
Michael G. Moore

MGM//bjb  
Encls.

cc: Gates McVey  
Sater

Sc  
3-9-99

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION

OF

### SMG PROPERTIES, L.C.

The undersigned, pursuant to section 608.407, Florida Statutes, adopt the following Articles of Organization for such limited liability company.

#### ARTICLE I – Name

The name of the Limited Liability Company is SMG PROPERTIES, L.C.

#### ARTICLE II – Duration

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

#### ARTICLE III – Address

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Parrish & Moore, P.A., 2171 Pine Ridge Road, Ste. D, Naples, Florida 34109.

#### ARTICLE IV – Management

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

Todd Gates	James McVey	Dan Sater
5405 Park Central Court	5405 Park Central Court	9920 Bonita Beach Rd., SE
Naples, Florida 34109	Naples, Florida 34109	Bonita Springs, FL 34135

#### ARTICLE V

The initial street address in Florida of the initial registered office of the Limited Liability Company is: Parrish & Moore, P.A., 2171 Pine Ridge Road, Suite D, Naples, Florida 34109. The initial registered agent at such address shall be Michael G. Moore.

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TALLAHASSEE, FLORIDA


**ARTICLE VI – 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 as follows: No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

**ARTICLE VII – Members Rights to Continue Business**

Upon 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 may elect to continue the business by the unanimous consent of all remaining members within ninety (90) days of such event.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization at Naples, Collier County, Florida on this 26 day of February, 1999.

  
\_\_\_\_\_  
Michael G. Moore,  
Authorized Representative of Member

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT**

Registered Agent/Registered Office

Pursuant to the provisions of Chapter 60, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

One: The name of the Limited Liability Company is: SMG PROPERTIES, L.C.


C/o Parrish & Moore, P.A.  
Michael G. Moore  
2171 Pine Ridge Road, Ste. D.  
Naples, Florida 34109

Two: The name and address of the Registered Agent is:


Michael G. Moore  
c/o Parrish & Moore, P.A.  
2171 Pine Ridge Road, Suite D  
Naples, Florida 34109

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Executed this 26 day of February, 1999.

  
\_\_\_\_\_  
Michael G. Moore

Having been named as Registered Agent and to accept 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 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.

  
\_\_\_\_\_  
Michael G. Moore

2/26/99

Date

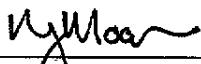
## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SMG PROPERTIES, L.C. deposes and says:

1. The above-named Limited Liability Company has at least two (2) members.
2. The total amount of cash contributed by the members is: \$21,750.00
3. The agreed value of property other than cash contributed by members is: \$0.00  
A description of the property is as follows:  

See Exhibit "A"
4. The amount of cash or property anticipated to be contributed by members is: \$155,000.00
5. The total amounts of 2, 3, and 4 is: \$176,750.00

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

  
\_\_\_\_\_  
Michael G. Moore,  
Authorized Agent of Members

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