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6/10/99

Please return acknowledgement
of filing and date - stamped copy in
enclosed Fed Ex envelope

Stormie Stafford

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**ARTICLES OF ORGANIZATION OF
SMILA, L.C.**

The undersigned member, acting as organizer of a Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (1997), as amended, hereby executes the following Articles of Organization for such company:

ARTICLE I - Name:

1. **Name.** The name of the Limited Liability Company is SMILA, L.C.

ARTICLE II - Address:

2. **Initial Principal Office Address.** The mailing address and street address of the principal office of the Limited Liability Company (the "company") is:
3191 Coral Way
Suite 510
Miami, Florida 33145

ARTICLE III - Duration:

3. **Duration.** The period of duration of the Limited Liability Company is perpetual. Its existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State. The company may be dissolved at any time by the unanimous written agreement of all members.

ARTICLE IV - Management:

4(a). **Management.** The Limited Liability Company is to be managed by the members in proportion to their contributions to the capital of the Limited Liability Company, as adjusted from time to time to properly reflect any additional contributions or withdrawals of the members.

4(b). **Initial Managing Members.** The names and addresses of the two initial managing members, who also may hold such offices and have such responsibilities as may be accorded to them by the members in the regulations of the Limited Liability Company, are:

Aida Levitan
3191 Coral Way
Suite 510
Miami, Florida 33145

Fausto Sanchez
3191 Coral Way
Suite 510
Miami, Florida 33145

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The interest of each member in the Limited Liability Company shall be evidenced by a certificate of Limited Liability Company interest issued by the Limited Liability Company. The initial interest of each of the two members is 50 percent.

4(c). **Informal Action of Members.** If all the members severally or collectively consent in writing to any action taken or to be taken by the Limited Liability Company, and the writings evidencing their consent are filed with the secretary of the company, the action shall be as valid as though it had been authorized at a meeting of the members.

4(d). **Meetings by Conference Telephone.** Officers, Managers, and Members may participate in meetings by means of conference telephone.

ARTICLE V - Admission of Additional Members:

5. **Additional Members.** The right of the remaining members to admit additional members and the terms and conditions of the admission shall be: No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

ARTICLE VI - Transferability of a Member's Interest:

6(a). **Interest Not Assignable.** A member's interest in the Limited Liability Company shall not be assignable in whole or in part unless all of the nonassigning members unanimously consent in writing to the assignment.

6(b). **Effect of Assignment.** An assignment of a member's interest in the Limited Liability Company shall not dissolve the company or entitle the assignee to become or to exercise any rights or powers of a member. An assignment entitles the assignee to share in the profits and losses of the Limited Liability Company, to receive such distribution or distributions, and to receive such allocation of income, gain, loss deduction, or credit or similar item to which the assignor was entitled, to the extent assigned. A member ceases to be a member and ceases to have the power to exercise any rights or powers of a member upon assignment of his or her entire interest in the Limited Liability Company.

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ARTICLE VII - Members' Rights to Continue Business:

7. **Continuation of Business.** The right of the remaining members of the Limited Liability Company to continue its 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 the following: The business of the Limited Liability Company may be continued by the written consent of all the remaining members, so long as at least two members remain.

ARTICLE VIII - Company Purpose:

8 **Purpose.** The purpose of the Limited Liability Company is to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida, and any other jurisdiction anywhere in the world.

ARTICLE IX - Quorum; Voting Requirements:

9 (a). **Member Quorum and Voting.** Only fifty-five percent (55%) of the equity or ownership interests entitled to vote, represented in person or by written proxy, shall constitute a quorum at a meeting of members. If a quorum is preset, the affirmative vote of fifty-one percent (51%) of

the equity or ownership interests represented at the meeting and entitled to vote on the subject matter shall be the act of the members.

9(b). **Greater Voting Requirements.** The affirmative vote of fifty-five percent (55%) of the equity or ownership interests of the Limited Liability Company entitled to vote thereon shall be required for the authorization of any merger or sale of assets. The unanimous written agreement of all members shall be required to dissolve the company.

9(c). **Authority to Mortgage or Pledge Assets.** The Limited Liability company may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the company for the purpose of securing the payment of performance of any obligation of the company, without obtaining prior member approval of any and each such transaction by the vote or written consent of the holders of fifty-five percent (55%) of the equity or ownership interests of the company entitled to vote thereon and not otherwise.

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ARTICLE X - Regulations:

10. **Regulations.** The power to adopt, alter, amend or repeal the Regulations or Operating Agreement of the Limited Liability Company shall be vested in the members.

ARTICLE XI - Indemnification:

11. **Indemnification.** The Limited Liability Company shall indemnify any present or former member, manager, officer, employee, or agent, to the full extent permitted by law.

ARTICLE XII - Amendment:

12. **Amendment of Articles.** The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

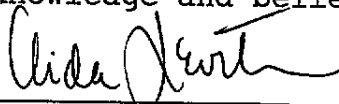
IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization in Miami-Dade County Florida.

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A LIMITED LIABILITY COMPANY**

SMILA, L.C.

a limited liability company, executes this affidavit pursuant to Fla. Stat. § 608.407, Florida Statutes, and certifies that the total amount of capital contributions of the members is \$225,000.00

Under penalties of perjury, I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.


Aida Levitan

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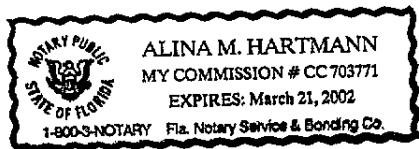
NOTARY PUBLIC CERTIFICATE

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, duly authorized in the State aforesaid and in the County aforesaid to administer oaths and take acknowledgments, personally appeared on the date specified below AIDA LEVITAN, (X) who is personally known to me, or () who has produced the following identification document:

() as identification, and who took an oath and executed the foregoing articles of organization and affidavit of capital contributions, and she acknowledged before me that she executed the same for the purposes stated therein, and that the facts stated therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid, this 10th day of June, 1999.



Alina M. Hartmann
Notary Public (signature)
State of Florida, at Large

ALINA M HARTMANN
Notary Public name (print)

My Commission Expires: 3/21/2002

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**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 REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

Smile, L.C.

2. The name and the Florida street address of the registered agent are:

Stormie Stefford

NAME

1320 S. Dixie Hwy #450

Florida street address (P. O. Box NOT ACCEPTABLE)

Coral Gables FL 33146

CITY, STATE AND ZIP

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.

Stormie Stefford

SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent

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