

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SmartCo Services LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Philip Lustbader
(Name of Person)

SmartCo Services LLC
(Firm/Company)

11360 Jog Road., Suite 102
(Address)

Palm Beach Gardens, FL 33418
(City/State and Zip Code)

For further information concerning this matter, please call:

Philip Lustbader at (877) 880-0816 x713
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

\$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. SmartCo Services LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Massachusetts 3. 20-2957524
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 25, 2005 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. January 2, 2009
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

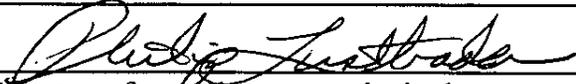
7. 300 Myles Standish Blvd., Suite 202
Taunton, MA 02780
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
Bryan Klugh and Philip Lustbader
300 Myles Standish Blvd., Suite 202
Taunton, MA 02780

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Outsourced inventory management and consulting, and any other lawful business activity or activities


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Philip Lustbader
Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN 23 PM 12:00
FILED

**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:

SmartCo Services LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

Philip Lustbader

(Name)

11360 Jog Rd., Suite 102

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

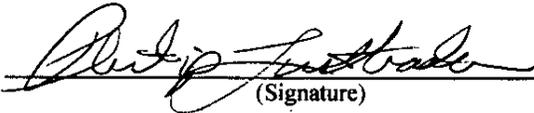
Palm Beach Gardens

FL

33418

City/State/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 as provided for in Chapter 608, Florida Statutes.


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

FILED
09 JAN 23 PM 12:00
SECRETARY OF STATE
PALM BEACH GARDENS, FLORIDA



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

January 2, 2009

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

SMARTCO SERVICES LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **May 25, 2005.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that, said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are: **BRYAN S. KLUGH, PHILIP L. LUSTBADER**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **BRYAN S. KLUGH, PHILIP L. LUSTBADER**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **BRYAN S. KLUGH, PHILIP L. LUSTBADER**

FILED
09 JAN 23 PM 12:00
SECRETARY OF STATE
FILING SERVICES UNIT



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written: 2009 JAN 2 11

William Francis Galvin

Secretary of the Commonwealth