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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SMF Management Corporation

Signature

Requested by:

SK 12/12/02 10:00

Name Date Time

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ARTICLES OF INCORPORATION OF

SMF MANAGEMENT CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

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ARTICLE ONE

NAME

The name of the corporation is SMF MANAGEMENT CORPORATION.

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 1501 SE DECKER AVENUE, STUART, FLORIDA 34994.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE FOUR

PURPOSE OR PURPOSES AND CORPORATE POWERS

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all the rights and powers now or subsequently conferred upon such corporations.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is Three Thousand (3,000) Shares. Such shares shall be of a single class, and shall have par value of $.01 per share.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1501 SE DECKER AVENUE, STUART, FLORIDA 34994, and the name of its initial registered agent at such address, is MICHAEL J. MATAKAETIS.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the corporation's initial board of directors is Three. The name and address of each person who is to serve as a member of the initial board of directors is:

MICHAEL J. MATAKAETIS	1501 SE DECKER AVENUE, STUART, FLORIDA 34994.
SPIRO LASKARIS	1501 SE DECKER AVENUE, STUART, FLORIDA 34994.
CHRISTOPHER FOGAL	1501 SE DECKER AVENUE, STUART, FLORIDA 34994.

The initial Directors shall hold office until successor(s) are elected and qualified as provided in the bylaws.

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator is MICHAEL J. MATAKAETIS, 1501 SE DECKER AVENUE, STUART, FLORIDA 34994.

ARTICLE NINE

BYLAWS

The initial Directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than Thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by the affirmative vote of the majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE TEN

DISSOLUTION

The corporation may be dissolved at any time: (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

NOW THEREFORE, the undersigned incorporator of this Corporation, has executed these Articles of Incorporation at Palm Beach County, Florida, this ___ day of December, 2002.

Michael J. Matakaetis
MICHAEL J. MATAKAETIS INCORPORATOR

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 9 day of December, 2002, by MICHAEL J. MATAKAETIS ~~who is personally known to me~~ or ~~has produced a ____________________ as identification.~~

[Notary Seal]

Notary Public
Printed Name:____________________
My Commission Expires:________________

Joseph D. Grosso, Jr.
MY COMMISSION # CC837768 EXPIRES
July 30, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

H:\Joe Grosso\Legal\Client\1165.000\Articles.inc.wpd

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR

DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

* * * * * * * * * * *

Pursuant to Chapter 48.091, Florida Statutes, and in compliance with the Florida Business Corporation Act, the following is submitted:

SMF MANAGEMENT CORPORATION with its place of business at 1501 SE DECKER AVENUE, STUART, FLORIDA 34994 has named MICHAEL J. MATAKAETIS, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Florida Business Corporation Act.

Dated December 9, 2002.

Michael J. Matakaetis

MICHAEL J. MATAKAETIS

REGISTERED AGENT