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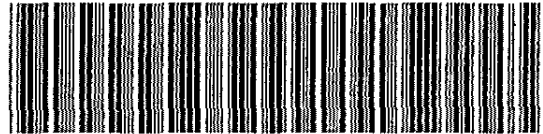
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05 JAN -4 PM 1:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C.F.1

Randall D. Smith  
3031 S. Atlantic Avenue, # 402  
Cocoa Beach, FL 32931

December 29, 2004

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32309

Re: Smith & Holt, INC.

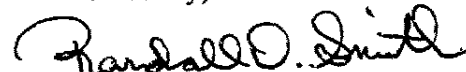
Dear Secretary of State:

Enclosed for filing are an original and one copy of the Articles of Incorporation for the above referenced corporation together with acceptance of "Resident Agent" and filing fee in the amount of \$78.75.

Please file the original Articles and return the copy to the address shown on this letterhead.

Thank you for your assistance in this matter.

Sincerely,

  
Randall D. Smith

RDS/jc  
Enclosure

**ARTICLES OF INCORPORATION  
OF  
SMITH & HOLT, INC.**

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation (hereinafter "CORPORATION") SHALL BE:

**SMITH & HOLT, INC.**

**ARTICLE II  
PURPOSE OF BUSINESS**

The purpose of this CORPORATION is to engage in any lawful business for which corporations may be incorporated under Florida General Corporation Act.

**ARTICLE III  
AUTHORIZED SHARES**

The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 10,000 shares of common stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV  
TERM OF EXISTENCE**

The existence of this Corporation shall begin upon filing of these Articles with the Secretary of State.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

3031 S. Atlantic Avenue, # 402  
Cocoa Beach, FL 32931

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of the initial agent of this Corporation at that address shall be:

Randall D. Smith

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The initial Board of Directors of CORPORATION shall consist of two (2) members.

**ARTICLE VII**  
**FIRST BOARD OF DIRECTORS**

The name and street address of the members of the first Board of Directors who shall hold office until his or her successor shall have been duly elected or appointed and have qualified are as follows:

| <u>Name</u>                   | <u>Street Address</u>                                 |
|-------------------------------|-------------------------------------------------------|
| Randall D. Smith, President   | 3031 S. Atlantic Avenue, # 402, Cocoa Beach, FL 32931 |
| Larry C. Holt, Vice-President | 3031 S. Atlantic Avenue, # 402, Cocoa Beach, FL 32931 |
| Larry C. Holt, Treasurer      | 3031 S. Atlantic Avenue, # 402, Cocoa Beach, FL 32931 |
| Randall D. Smith, Secretary   | 3031 S. Atlantic Avenue, # 402, Cocoa Beach, FL 32931 |

**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the incorporator are as follows:

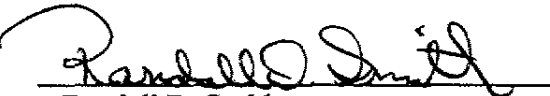
| <u>Name</u>                 | <u>Street Address</u>                                 |
|-----------------------------|-------------------------------------------------------|
| Randall D. Smith, President | 3031 S. Atlantic Avenue, # 402, Cocoa Beach, FL 32931 |

**ARTICLE IX**  
**PRINCIPAL OFFICE**

The street address and mailing address of the principal office of the Corporation are:

3031 S. Atlantic Avenue, # 402  
Cocoa Beach, FL 32931

IN WITNESS WHEREOF, the undersigned has made and subscribed the Articles of Incorporation at Cocoa Beach, Brevard County, Florida for the uses and purposes aforesaid this 29th day of December, 2004.

  
Randall D. Smith  
Incorporator

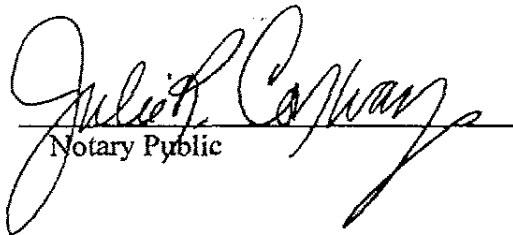
STATE OF FLORIDA )  
COUNTY OF BREVARD)

Before me personally appeared Randall D. Smith to me as well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the Articles of Incorporation, as incorporator of CORPORATION for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Cocoa Beach, Brevard County, Florida, this 29th day of December, 2004.



Julie R. Conway  
NOTARY COMMISSION # DD015243 EXPIRES  
April 30, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Notary Public

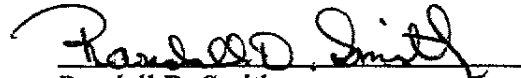
**DESIGNATION AND ACCEPTANCE  
OF  
SMITH & HOLT, INC**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, SMITH & HOLT, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 3031 S. Atlantic Avenue, # 402, Cocoa Beach, FL 32931, has named Randall D. Smith, as registered agent to accept service of process within this state.



Randall D. Smith  
Incorporator

Having been named as registered agent to accept service of process for the above-named corporation, at the location designated herein. I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Randall D. Smith,  
Registered Agent

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05 JAN -4 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399