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LIZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SMILE MARKET, INC (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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****157.50 *****78.75

Examiner's Initials _____

ARTICLES OF INCORPORATION
OF

FIRST: The name of this corporation is:

SMILE MARKET, INC.

SECOND: The Street address of the initial principal office of this corporation is:

9032 N.W. 12 St.
Miami, Florida 33172

THIRD: The period of its duration shall be perpetual existence.

FOURTH: The purpose is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

FIFTH: The corporation shall have authority to issue 1000 shares of common stock, with \$1.00 par value.

SIXTH: The name and address of the initial registered agent of this corporation is:

DANIEL FUJITA
9032 NW 12 St.
Miami, Florida 33172

SEVENTH: The number of director(s) constituting its initial Board of Directors is/are one (1), whose name and address is/are:

Daniel Fujita
9032 NW 12 St.
Miami, Florida 33172

EIGHT: The name and address of the incorporator is:

DANIEL FUJITA
9032 NW 12 St.
Miami, Florida 33172

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NINTH: Members of the Board of Directors may participate in any meetings of said Board by means of conference telephone as provided by law, and/or may take action by written consent as provided by law.

TENTH: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ELEVENTH: The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

TWELFTH: The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

THIRTEENTH: The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

FOURTEENTH: the shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act.

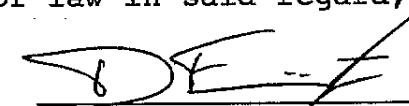
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of July, 1998.



DANIEL FUJITA

Acknowledgment of Registered Agent:

Having been named as Registered Agent to accept service of the process as above, I hereby accept to act in said capacity and agree to comply with the requirements of law in said regard, including keeping open said office.



DANIEL FUJITA

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared DANIEL FUJITA, who is to me personally known and known to me to be the person described in and who subscribed the above Articles of Incorporation and Acknowledgement of Registered Agent, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami, in said County and State this 16th day of July, 1998.

Aura Salguero

NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES



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