

P98000090356

October 16, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Incorporation Documents

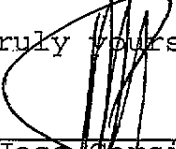
Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Smooth-58 Corporation.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

My check, #1176, in the amount of \$ 122.50 representing the fee for said filings is enclosed.

Very truly yours,



Juan Jose Garcia Calienes

11800 S.W. 18th Street, #112
Miami, FL 33175
(305) 229-7048

600002670526-3
-10/22/98-01094-004
****122.50 ****78.75

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ARTICLES OF INCORPORATION
OF
SMOOTH-58 CORPORATION

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
SMOOTH-58 CORPORATION

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,000 shares with \$ 1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. Initial Registered Office And Address. The street address of the initial registered office of this corporation is : 11800 S.W. 18th Street, #112, MIami, FL 33175 and the name of the initial registered agent of this corporation at this address is Juan Jose Garcia Calienes.

ARTICLE VIII. Initial Board Of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

Juan Jose Garcia Calienes
11800 S.W. 18th Street, #112
Miami, FL 33175

ARTICLE IX. Officers. The initial officers of the corporation will be: Juan Jose Garcia Calienes President, Treasurer, and Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Juan Jose Garcia Calienes
11800 S.W. 18th Street, #112
Miami, FL 33175

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The street address of the Principal place of business is: 11800 S.W. 18th Street, #112, Miami, FL. 33175.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of October, 1998.

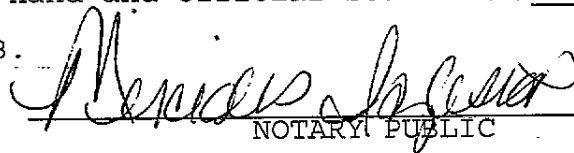
x _____ (Seal)

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, Juan Jose Garcia Calienes, known to be known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 19th Day of October, 1998.



NOTARY PUBLIC

My Commission Expires: _____

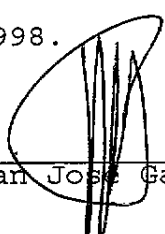


CONSENT AS APPOINTMENT AS REGISTERED AGENT

To: Secretary of State,
State of Florida
Division of Corporations
Department of State
Tallahassee, FL 32304

I, Juan Jose Garcia Caliene sconsent to serve as
registered agent for the corporation, SMOOTH-58 CORPORATION.
This 16th day of October, 1998.

x



Juan Jose Garcia Calienes

Address of registered agent:

11800 S.W. 18th Street, #112
Miami, FL 33175

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