

P9800009 1472

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Sme America, Inc.

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*****157.50 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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98 OCT 27 AM 10:57
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Signature _____

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Name Date Time

Walk-In _____ Will Pick Up _____

R. Purinton OCT 27 1998

**ARTICLES OF INCORPORATION
OF
SME AMERICA, INC.**

ARTICLE I.

NAME

The name of the Corporation is: SME AMERICA, INC.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 3972 S.W. St. Lucie Lane, Palm City, Florida 34990.

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ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3972 S.W. St. Lucie Lane, Palm City, Florida 34990, and the name of the initial registered agent of this Corporation at that address is Henry H. Taylor.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially.

The number of directors may be increased or decreased from time to time by the

By-Laws. The names and addresses of the initial directors are:

Henry H. Taylor
3972 S.W. St. Lucie Lane
Palm City, Florida 34990

Jay H. Chung
3972 S.W. St. Lucie Lane
Palm City, Florida 34990

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Henry H. Taylor
3972 S.W. St. Lucie Lane
Palm City, Florida 34990

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

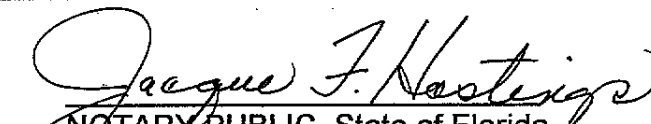
This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of October, 1998.


HENRY H. TAYLOR

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of October, 1998, by HENRY H. TAYLOR. He _____ is personally known to me, or _____ produced _____ as identification.


NOTARY PUBLIC, State of Florida
[SEAL]

JACQUE F. HASTINGS
COMMISSION # CC 720311
Printed Name of Notary/Secretary/Commission Expires APR 8, 2002
BONDED THRU
My Commission Expires _____
INCORPORATING CO., INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of SME AMERICA, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date: 10-21-98

Henry H Taylor
HENRY H TAYLOR

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