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PRACTICE OF J. GRUBMAN P.A.

100 EAST LAS OLAS BOULEVARD
FOURTH FLOOR
FORT LAUDERDALE, FL 33301
PHONE: (305) 767-3345
FAX: (305) 767-3347

J.B. GRUBMAN, LL.M.
GARY A. PRITCH
KENNETH J. DUNN
CATHERINE J. WAINWELL

ADDITIONAL
HAR MEMBERSHIP
NEW JERSEY
NEW YORK AND
INTEGRITY OF CHAMBER

March 19, 1995

Secretary of State
Division of Corporations
Registration and Qualification Section
P.O. Box 6327
Tallahassee, FL 32314

800001438478
-03/24/95--01020--009
****122.50 ****122.50

Re: Registration of SMR International, Inc. to do business in the State of Florida

Dear Madam or Sir:

Enclosed please find SMR International, Inc.'s Application by Foreign Corporation for Authorization to Transact Business in Florida. Also enclosed is a check for \$122.50 for filing and certified copy fees.

Sincerely,



Kenneth J. Dunn, Esq.

enc.

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95 MAY -8 PM 3:06
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Name conflict
Doc# 92722

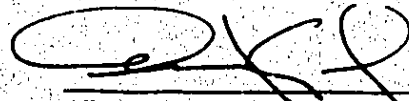
WRITTEN CONSENT OF BOARD OF DIRECTORS

I, the undersigned, being the sole director of SMR International, Inc., a Delaware corporation, acting pursuant to authority granted by Article I, Section 12 of the Bylaws of this corporation, do hereby adopt the following resolutions by unanimous written consent:

RESOLVED, the corporation shall apply to the State of Florida for authorization to transact business in said State under the name SMR Advisory International, Inc.,

RESOLVED, the corporation approves and adopts the use of the d/b/a SMR Advisory International for the purposes of conducting business in or from the State of Florida. The Company is authorized and directed to make such application as is necessary for authorization to use such fictitious name in and from the State of Florida.

In witness whereof, I have hereunto set my hand and the seal of said corporation this 1st day of March, 1995.



Albert Koenigsberg, Director

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503 OF
THE FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED TO REGISTER A FOREIGN
CORPORATION TO TRANSACT BUSINESS IN
THE STATE OF FLORIDA**

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 MAY -8 PM 3:06

ARTICLE I: NAME

The name of this Foreign Corporation is SMR International, Inc.

ARTICLE II: STATE OF INCORPORATION

SMR International, Inc. is a corporation in good standing incorporated under the laws of the State of Delaware.

ARTICLE III: FEDERAL IDENTIFICATION NUMBER

The Federal Identification Number assigned to SMR International, Inc., is 65 054 0732.

ARTICLE IV: DATE OF INCORPORATION

SMR International, Inc. was incorporated on December 21, 1994.

ARTICLE V: DURATION OF CORPORATION

SMR International, Inc. is a corporation that is intended to exist perpetually.

ARTICLE VI: DATE OF FIRST FLORIDA TRANSACTION

SMR International, Inc., as of the filing date of this Authorization, has not yet transacted business in the State of Florida.

ARTICLE VII: MAILING ADDRESS

SMR International, Inc.'s current mailing address is 3801 N. University Drive, Suite 311, Sunrise, Florida 33351.

ARTICLE VIII: PURPOSE

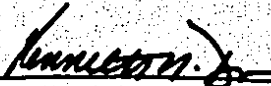
The purpose of SMR International, Inc. is to conduct any lawful business.

ARTICLE IX: FLORIDA REGISTERED AGENT AND ADDRESS

The name and address of SMR International, Inc.'s Florida registered agent is Kenneth J. Dunn, Esq., of the Law Practice of J.B. Grossman, P.A., located at 2300 East Las Olas Boulevard, Fourth Floor, Fort Lauderdale, Florida 33301.

ARTICLE X: ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 obligations of my position as registered agent.


Kenneth J. Dunn, Esq.

ARTICLE XI: ATTACHMENTS

Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State for the State of Delaware, which has custody of corporate records in the jurisdiction under the law of the State of Delaware.

ARTICLE XII: DIRECTORS

The name and address of the present Director of SMR International, Inc., is Albert Koenigsberg, whose address is 3801 N. University Dr., Suite 311, Sunrise, Florida 33351.

ARTICLE XIII: OFFICERS

The names and addresses of the current officers of SMR International, Inc., are Albert Koenigsberg, President, and Jennifer Barry, Treasurer, whose addresses are 3801 N. University Dr., Suite 311, Sunrise, Florida 33351.

Dated: March 1, 1995

SMR International, Inc.

By: 

Albert Koenigsberg, as President of
SMR International, Inc.

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMR INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF MAY, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY - 8 PM 3:06



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 7491778

DATE: 05-02-95