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300 EAST PARK AVENUE
TALLAHASSEE, FLORIDA 32301-1514
A T TELEPHONE (850) 222-6100
FACSIMILE: (850) 561-6475

SACRAMENTO
SAN DIEGO
SAN FRANCISCO
TALLAHASSEE
- TAMPA
WASHINGTON, D.C.
WEST PALM BEACH

EMAIL ADDRESS
wwolfe@foleylaw.com

CLIENT/MATTER NUMBER
069412-0101

January 12, 2000

VIA HAND DELIVERY

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

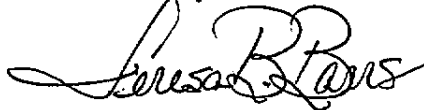
Re: Smith Capital, Inc.

300003096903--1
-01/13/00--01002--010
*****78.75 *****78.75

To Whom It May Concern:

Enclosed is the original and one (1) copy of the Articles of Incorporation and a check for \$78.75, as payment of the filing and registered agent registration fee and cost of a certified copy. When filing is complete, please contact the undersigned to arrange for our courier to pick up these documents.

Sincerely,



Teresa B. Barrs

Enclosure(s)

FILED
00 JAN 12 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JAN 12 PM 3: 52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH JAN 12 2000

**ARTICLES OF INCORPORATION
OF
SMITH CAPITAL, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: Smith Capital, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

307 East Seventh Avenue
Tallahassee, FL 32303

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: TEN THOUSAND (10,000).

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Fincher W. Smith
307 East Seventh Avenue
Tallahassee, FL 32303

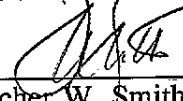
ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of
Incorporation is:

Fincher W. Smith
307 East Seventh Avenue
Tallahassee, FL 32303

The undersigned has executed these Articles of Incorporation as of January 11, 2000.

INCORPORATOR



Fincher W. Smith

FILED
00 JAN 12 PM 4:01
TALLAHASSEE, FLORIDA

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Smith Capital, Inc.
2. The name and address of the registered agent and office is:

Fincher W. Smith
307 East Seventh Avenue
Tallahassee, FL 32303

SIGNATURE: 

TITLE: Fincher W. Smith
Incorporator

DATE: JANUARY 11, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By: 

Fincher W. Smith

DATE: JANUARY 11, 2000

FILED
00 JAN 12 PM 4:01
OFFICE OF STATE
TALLAHASSEE, FLORIDA