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ATTORNEYS' TITI	<u>LE</u>	
Requestor's Name		
660 E. Jefferson St.		
Address		
Tallahassee, FL 32301	850-222-2785	
City/St/Zip	Phone #	
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CORPORATION NAME	(S) & DOCUMENT NUMBER(S), (if known):	·
SMITHSON FINAN	NCIAL SERVICES, INC.	<del>.</del> .
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XX Profit Non-Profit	Resignation of R.A., Officer/Director	
Limited Liability	Change of Registered Agent	
Domestication	Dissolution/Withdrawal	
Other	Merger	
OTHER FILINGS	REGISTRATION/QUALIFICATION	
Annual Report	Foreign	
Fictitious Name	Limited Partnership	
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#### ARTICLES OF INCORPORATION

OF

01/19/00

#### SMITHSON FINANCIAL SERVICES, INC.

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby agrees to the following:

#### ARTICLE I

#### CORPORATE NAME

The name of this Corporation is SMITHSON FINANCIAL SERVICES INC. (hereinafter referred to as the "Corporation").

# PILED O JAB 18 PN 3-26 ECREBARY OF STATE LLAMBESSEE, FLORIDA

#### ARTICLE II

### INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and the mailing address of the Corporation is c/o Lisa L. Smithson, 877 Executive Center Drive West, Suite #303, St. Petersburg, Florida 33702.

#### ARTICLE III

#### COMMENCEMENT DATE AND DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida, commencing as of January 19, 2000.

#### ARTICLE IV

#### NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers herein named or for the enhancement of the value of any property of the Corporation or which at any time appear conducive thereto or expedient.

#### ARTICLE V

#### CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of common voting stock having a par value of \$1.00 per share.

#### ARTICLE VI

#### INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation is Lisa L. Smithson, and the street address of the initial registered office of the Corporation is 877 Executive Center Drive West, Suite #303, St. Petersburg, Florida 33702.

#### ARTICLE VII

#### INITIAL BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors. Directors shall be elected and shall hold office as provided in the Bylaws.

This Corporation shall have one (1) Director initially. The name and address of the initial member of the Board of Directors of this Corporation is:

Lisa L. Smithson

877 Executive Center Drive West Suite #303 St. Petersburg, FL 33702

The number of Directors shall be as provided in the Bylaws of the Corporation, but shall never be less than one (1).

## ARTICLE VIII OFFICERS

The officers of the Corporation shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers, assistant officers, and agents as the Directors deem necessary. The officers shall have

such duties, responsibilities, and powers as provided by the Bylaws.

The name and address of the person who is to serve as the initial officer of the Corporation is:

Name & Address:

Title:

President, Secretary, Treasurer

Lisa L. Smithson 877 Executive Center Drive West Suite #303 St. Petersburg, FL 33702

The initial officer shall serve until her successors are chosen and qualify.

#### ARTICLE IX

# AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified under Section 607.1002 of the Florida Statutes; otherwise, these Articles may be amended by the Board of Directors and the shareholders as provided by law. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised by the Board of Directors or the Incorporator as provided by Florida Statutes, Section 607.1005.

Following the filing of these Articles of Incorporation, the Board of Directors, by appropriate action, shall adopt initial Bylaws for the Corporation. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

#### ARTICLE X

#### POWERS

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

#### ARTICLE XI

#### INCORPORATOR

The name and address of the person signing these Articles are:

Lisa L. Smithson

877 Executive Center Drive West Suite #303

St. Petersburg, FL 33702

IN WITNESS WHEREOF the undersigned executed these Articles of Incorporation on January 17, 2000.

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, on this 17th day of January, 2000, personally appeared LISA L. SMITHSON, who is personally known to me, and she acknowledged before me that she executed the foregoing Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ACKNOWLEDGMENT

ارسی Jo Claire Spear **★**My Commission CC767103 Expires October 5, 2002

Jo Claire Spear, Notary Public State of Florida Serial No.: CC767103

Incorporator

My commission expires: 10/5/02

(Notary Seal)

#### CERTIFICATE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, 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.

sa L. Smithson, Registered Agent

Date: January 17, 2000

OO JAN 18 PN 3-26 SECRETARY OF STATE