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LAW OFFICES  
OF  
WATSON & ASSOCIATES, P. A.

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Telephone (954) 567-1800

JOHN A. WATSON

REPLY TO:

Post Office Box 11066  
Fort Lauderdale, Florida 33339

Telecopier (954) 567-1788

January 6, 2000

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Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Incorporation of S.M. Products, Inc.

Dear Sir:

Please be advised that I represent S. M. Products, Inc. Please find enclosed herein the original Articles of Incorporation for S. M., Products, Inc. along with this firm's check in the amount of \$78.75 payable to the Florida Department of State for the filing fee and a certified copy of the Articles of Incorporation. Please file the Articles of Incorporation and send the certified copy of said Articles to me at the above mailing address.

Thank you for your attention to this matter. If you have any questions with regard to the foregoing, please do not hesitate to contact me.

Sincerely,



JOHN A. WATSON  
For the Firm

JAW:js  
Enclosures

FILED  
00 JAN 11 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1-20  
WAC

**ARTICLES OF INCORPORATION  
OF  
S. M. PRODUCTS, INC.**

FILED  
00 JAN 11 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is S. M. PRODUCTS, 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 legal business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$0.01 par value stock.

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or 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 prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 1878 Valley Wood Way, Lake Mary, Florida 32746, and the name of the initial registered agent of this corporation is STEPHEN M. PATTISON, 1878 Valley Wood Way, Lake Mary, Florida 32746.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one(1) director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation are:

STEPHEN M. PATTISON  
1878 Valley Wood Way  
Lake Mary, Florida 32746

### ARTICLE VIII - INCORPORATOR

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

STEPHEN M. PATTISON  
1878 Valley Wood Way  
Lake Mary, Florida 32746

### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former Officer or Director, to the full extent permitted by law.

### ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed this Articles of Incorporation on December 30, 1999.

  
STEPHEN M. PATTISON

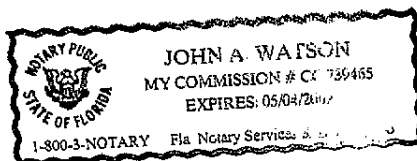
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of December, 1999 by STEPHEN M. PATTISON who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC  
My Commission Expires:

(Seal)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

STEPHEN M. PATTISON  
1878 Valley Wood Way  
Lake Mary, Florida 32746

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT S. M. PRODUCTS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF LAKE MARY, STATE OF FLORIDA, HAS NAMED STEPHEN M. PATTISON, 1878 VALLEY WOOD WAY, LAKE MARY, FLORIDA 32746, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

STEPHEN M. PATTISON

TITLE: INCORPORATOR

DATED: December 30, 1999

FILED  
00 JAN 11 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER ACCEPT TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES

SIGNATURE: 

STEPHEN M. PATTISON  
Registered Agent

DATE: December 30, 1999