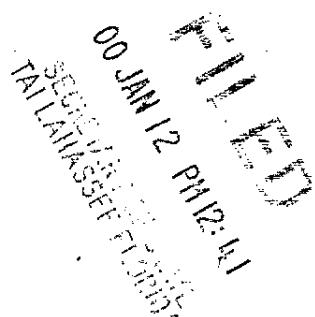


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TRANSMITTAL LETTER



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

200003096522--0
-01/12/00-01086-002
*****78.75 *****78.75

SUBJECT:

Smart Money, Inc.

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

STEVEN HOFFMAN

Name (Printed or typed)

888 Bentley Green Cir.

Address

Winter Springs, FL 32708

City, State & Zip

407 831-6800

Daytime Telephone number

S. Thompson JAN 20 2000

NOTE: Please provide the original and one copy of the articles.

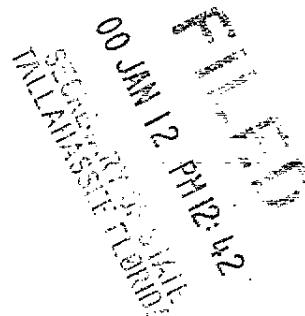
ARTICLES OF INCORPORATION

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:

SMART MONEY, INC.

**ARTICLE II PRINCIPAL OFFICE**

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

1850 Lee Rd, #330
Winter Park, FL 32789

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

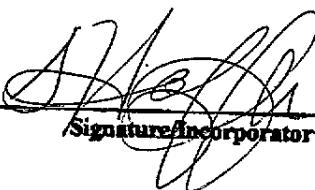
The name and Florida street address of the initial registered agent are:

STEVEN HOFFMAN 888 Bentley Green Cir
Winter Springs, FL 32708

ARTICLE V INCORPORATOR

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

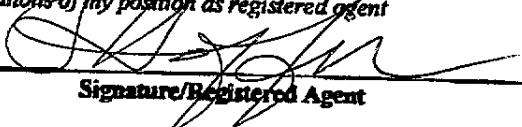
STEVEN HOFFMAN 888 Bentley Green Cir
Winter Springs, FL 32708


Signature/Incorporator

1/18/00
Date

(An additional article must be added if an effective date is requested.)

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.


Signature/Registered Agent

1/18/00
Date