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SMYTH & HAUCK, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

Paul F. Smyth C.P.A.
Darby M. Hauck C.P.A.
William H. Hines C.P.A.
Wanda W. Bergeron C.P.A.
Jane E. Gravelle C.P.A.
Scott K. Beidleman C.P.A.

Members
American Institute of
Certified Public Accountants
Florida Institute of
Certified Public Accountants

May 5, 1999

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

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-01/19/00--01068--004
*****87.50 *****87.50

Re: Smyth & Hauck Advisory Services, Inc.

Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check for the amount of \$87.50.

This represents the cost of the filing Fees, Certified Copy of Articles of Incorporation and Fee for registered Agent Designation for the above-named corporation.

Sincerely,

Smyth & Hauck, P.A.

Paul F. Smyth
Certified Public Accountant

PFS/sdp

Mailing address of corporation

712 U.S. Highway One, Suite #210
North Palm Beach, FL 33408
Phone: (561) 848-9300

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

Of

SMYTH & HAUCK ADVISORY SERVICES, INC

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: Smyth & Hauck Advisory Services, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Seventy Five Hundred shares (7500) of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

Name	Paul F. Smyth		
Address	712 U.S. Highway One, Suite #210		
City	North Palm Beach	Florida	Zip 33408

The principal office, if known, or the mailing address of the corporation is:

Name	Smyth & Hauck Advisory Services, Inc.		
Address	712 U.S. Highway One, Suite #210		
City	North Palm Beach	Florida	Zip 33408

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

Name	Paul F. Smyth		
Address	712 U.S. Highway One, Suite #210		
City	North Palm Beach, Florida 33408		
Name	Darby M. Hauck		
Address	712 U.S. Highway One, Suite #210		
City	North Palm Beach, Florida 33408		
Name			
Address			
City			

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

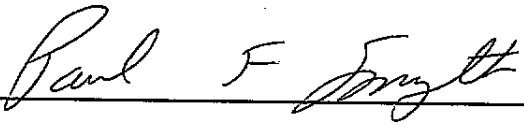
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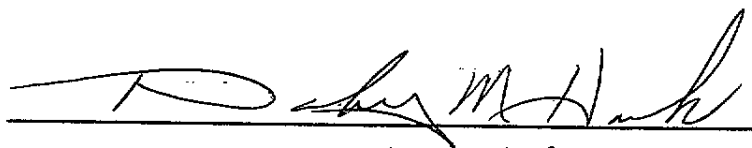
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The names and addresses of the incorporation signing these Articles of Incorporation are as follows:

Name	PAUL F. SMYTH
Address	712 U.S. HIGHWAY ONE, SUITE #210
City	NORTH PALM BEACH, FL 33408
Name	DARBY M. HAUCK
Address	712 U.S. HIGHWAY ONE, SUITE #210
City	NORTH PALM BEACH, FL 33408
Name	
Address	
City	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 14 day of January, 2000.


PAUL F. SMYTH


DARBY M. HAUCK

CERTIFICATE OF ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

SMYTH & HAUCK ADVISORY SERVICES, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 712 U.S. Highway One, Suite #210, North Palm Beach, Florida 33408 has named Paul F. Smyth as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Paul F. Smyth

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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