

TRANSMITTAL LETTER

P00000018459

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

Mailing Address:

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL
32314
(850)487-6052

SUBJECT:

E. - Amiles, Inc.

(Proposed corporate name - must include suffix)

200003139042--8
-02/17/00-01074--002
*****87.50 *****87.50

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 of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

John W. Patterson

Name (Printed or typed)

1247 Rear Packer St

Address

Key West FL 33040

City, State & Zip

(305) 295-6183

Daytime Telephone number

FILED
00 FEB 17 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jara, Make checks payable to "Florida Dept. of State"

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

Same people have
L-1887

D. BROWN FEB 22 2000

**ARTICLES OF INCORPORATION OF
E-SMILES, INC.
STATE OF FLORIDA**

FILED
00 FEB 17 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a corporation for profit in accordance with the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I.
Name**

The name of the Corporation is E-SMILES, INC.

**ARTICLE II.
Purpose**

The Corporation's purpose is to engage in any lawful activity for which corporations may be formed under the laws of the State of Florida.

**ARTICLE III.
Capital**

The Corporation has authority to issue:

10,000,000 shares of common stock at \$.10 par value;

1,000,000 shares of preferred stock at \$1.00 par value.

Common stock shareholders shall have unlimited voting rights. The voting rights of preferred shareholders shall be as set forth in the corporation's bylaws.

**ARTICLE IV.
Address**

The street address of the initial principal office and the mailing address of the corporation is:

1217 Rear Packer Street
Key West, FL 33040

**ARTICLE V.
Registered Office/Agent**

The street address of the corporation's initial registered office and the name of its initial

registered agent at that office is:

John W. Patterson
1217 Rear Packer Street
Key West, FL 33040

**ARTICLE VI.
Pre-Emptive Rights**

Shareholders shall not have pre-emptive rights.

**ARTICLE VII.
Directors**

The number of directors shall be such number not less than one (1) nor more than seven (7) as may be designated in the by-laws and if not designated, as may from time to time be elected by the shareholders, except that when all of the outstanding shares are held of record by fewer than three shareholders, then there need be only as many directors as there are shareholders, but this shall not prevent a greater number of directors as aforesaid. Any director absent from a meeting of the Board or any committee thereof, may be represented by any other director who may cast the absent director's vote according to his or her written instructions, general or special.

**ARTICLE VIII.
Special Meetings**

Special meetings of shareholders may be called by the President or by a majority of the Board of Directors.

**ARTICLE IX.
Issuance of Stock**

Without any necessity of action by the shareholders, previously authorized but unissued shares of stock of the Corporation may be issued from time to time by the Board of Directors, and any and all shares so issued and paid for, shall be deemed full paid stock and not liable to any further assessment or call, and the holder of such shares shall not be liable for any further payment thereon.

**ARTICLE X.
Cumulative Voting**

There shall be no cumulative voting.

**ARTICLE XI.
Shareholders' Consents**

Whenever the affirmative vote of shareholders is required to authorize or constitute

corporate action, the consent in writing to such action shall be in the manner prescribed in the bylaws of the corporation as they may be amended from time to time.

ARTICLE XII.
Reversion

Cash, property or share dividends, shares issuable to shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares, which are not claimed by the shareholders entitled thereto within one year after the dividend or redemption price became payable or the shares became issuable, despite reasonable efforts by the Corporation to pay the dividend or redemption price or deliver the certificates for the shares to such shareholders within such time, shall, at the expiration of such time, revert in full ownership to the Corporation, and the Corporations' obligation to pay such dividend or redemption price or issue such shares, as the case may be, shall thereupon cease; provided that the board of directors may, at any time, for any reason satisfactory to it, but need not, authorize (a) payment of the amount of any cash or property dividend or redemption price or (b) issuance of any shares, ownership of which has reverted to the Corporation pursuant hereto to the entity who or which would be entitled thereto had such reversion not occurred.

ARTICLE XIII.
Limitations of Liability

The Incorporators, officers, and directors of this Corporation claim the benefits of limitation of liability to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in full.

ARTICLE XIV
Sale of Stock

Any shareholder wishing to sell shares of stock of the Corporation must first offer such shares for sale to the Corporation which may elect, within five (5) days of offer, to purchase such shares for the price shareholder has been offered by a third party. If the Corporation elects not to purchase said shares, the shares must then be offered to existing shareholders on a pro-rata basis who may elect, within five (5) days, to purchase said shares for the price shareholder has been offered by a third party. Shareholder may only sell shares to such third party upon the refusal of the Corporation and the existing shareholders to repurchase said shares.

ARTICLE XV
Incorporator

The name and address of the incorporator of this corporation is:
John W. Patterson
1217 Rear Packer Street
Key West, FL 33040

THUS DONE AND SIGNED this 16th day of February, 2000.

FILED
00 FEB 17 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



JOHN W. PATTERSON, Incorporator

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.



JOHN W. PATTERSON

02-16-2000
DATE