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Florida Department of State

Division of Corporations

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Account Name : FOLEY & LARDNER OF TAMPA
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FLORIDA PROFIT CORPORATION OR P.A.

SmartShadow Corporation

Certificate of Status	1
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From: Margo T. Valenti
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MESSAGE:

Please note that if a conflict exists between the attached Articles of Incorporation for *SmartShadow Corporation* and *SmartShadow.com, Inc.* (P95000006609) the corporation is owned and operated by the same officers, directors and shareholders. If you should require further documentation or have any questions, please do not hesitate to contact me.

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Articles of Incorporation
of
SmartShadow Corporation

THE UNDERSIGNED, acting as the sole Incorporator of SmartShadow Corporation ("Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is:

SmartShadow Corporation

ARTICLE II

Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Shares

The total number of shares which the Corporation shall have the authority to issue shall be Ten Thousand (10,000) shares, consisting of a single class of common stock having a par value of \$.01 per share.

ARTICLE IV

Preemptive Rights

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

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ARTICLE V
Principal Office

The address of the principal office of the Corporation is 12000 28th Street North, St. Petersburg, Florida 33742. The location of the Principal office shall be subject to changes as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI
Initial Registered Office and Agent

The address of the initial registered office of the Corporation is, 200 Laura Street North, Third Floor, Jacksonville, FL 32202 and the initial registered agent at such address is F & L Corp.

ARTICLE VII
Incorporator

The name and address of the sole Incorporator of the Corporation is as follows:

David L. Robbins, Esquire
Foley & Lardner
100 North Tampa Street, Suite 2700
Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator as of the 23rd day of March, 2000.



David L. Robbins, Incorporator

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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VI of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of SmartShadow Corporation.

DATED: Effective March 23, 2000.

F & L CORP.



David L. Robbins, Esquire
Title: Vice President

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