

P00000032090



ACCOUNT NO. : 072100000032

REFERENCE : 642866 7144656

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigg

ORDER DATE : March 29, 2000

ORDER TIME : 11:05 AM

ORDER NO. : 642866-005

000003188010--7

CUSTOMER NO: 7144656

CUSTOMER: Ms. Cheryl D. James
CADDEN, FULLER & BURKHALTER
CADDEN, FULLER & BURKHALTER
2030 Main Street
Ste 1500
Irvine, CA 92614

DOMESTIC FILING

NAME: S.L. SMITH & ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 AM 11:48
RECEIVED
00 MAR 29 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

S.L. SMITH & ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 29 AM 11:48

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is: S.L. SMITH & ASSOCIATES, INC.

SECOND: The street address, wherever located, of the principal office of the Corporation is: 4275 Palmetto Trail, Weston, Florida 33331.

The mailing address, wherever located, of the Corporation is: 4275 Palmetto Trail, Weston, Florida 33331.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$0.001 dollar each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is: 4275 Palmetto Trail, Weston, Florida 33331.

The name of the initial registered agent of the corporation at the said registered office is Stanley L. Smith.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Alton G. Burkhalter, Esq.

Cadden, Fuller & Burkhalter LLP
2030 Main Street, Suite 1500
Irvine, California 92614


SIXTH: The purposes for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

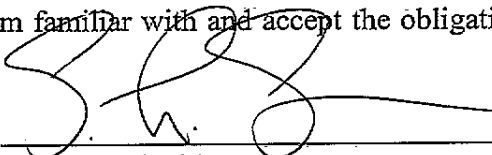
SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Signed on March 24, 2000


Alton G. Burkhalter, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 obligation of my position as registered agent.


Stanley L. Smith

Date: 3.27.00

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CLERK OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 AM 11:48