

Holland & Knight LLP

Requester's Name

315 S. Calhoun St., suite 600

Address

Tallahassee, Fl. 32301 425-5675

City/State/Zip

Phone #

PO00000040827

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (SHOW):

1. Scm Planning Corp (New)
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

RECEIVED
00 APR 24 AM 11:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Walk in

Pick up time 4:00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

300003220429--0

-04/24/00--01069--014

****140.00 *****70.00

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FILED
00 APR 24 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH APR 24 2000

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
SCM PLANNING CORPORATION**

The undersigned, acting as incorporator of **SCM PLANNING CORPORATION** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **SCM PLANNING CORPORATION**.

ARTICLE II. ADDRESS

The mailing address and principal office address of the corporation

c/o Holland & Knight LLP
Lynn C. Washington, Esq.
701 Brickell Avenue, Suite 3000
Miami, FL 33131

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Lynn C. Washington.

00 APR 24 PM 2:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors, who shall be elected as provided in the bylaws at the initial meeting of the corporation. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Lynn C. Washington	701 Brickell Avenue, Suite 3100 Miami, Florida 33131

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.


ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 20th day of April, 2000.



LYNN C. WASHINGTON
Incorporator

**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **SCM PLANNING CORPORATION**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Miami, Florida 33131 has named Lynn C. Washington as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

4/20/00
Date



LYNN C. WASHINGTON
Registered Agent

MIA1 #926759 v1

FILED
00 APR 24 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA