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TRANSMITTAL LETTER

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

800003220618--9
-04/24/00-01106-005
*****78.75 *****78.75

SUBJECT: SMP University, Inc.
(Proposed corporate name - must include suffix)

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: CHRISTIAN J. STERN
Name (Printed or typed)
% IFEM USA Inc
24311 Walden Lake Drive, #32
Address

Bonita Springs, FL 34134
City, State & Zip

(941) 948 4336
Daytime Telephone number

FILED
00 APR 24 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

T. Burch APR 26 2000

ARTICLES OF INCORPORATION

OF

SMP UNIVERSITY, Inc.

FILED

00 APR 24 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
NAME

The name of the corporation shall be:

SMP UNIVERSITY, Inc.

The principal mailing address of this corporation shall be:

C/o IFEM (USA) Inc.
24311 Walden Center Drive, Suite 202
Bonita Springs, FL 34134

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000,000 shares of common stock at \$0.10 par value.

ARTICLE IV
REGISTERED AGENT

Initial registered office of the corporation shall be:

C/o IFEM (USA) Inc.
24311 Walden Center Drive, Suite 202
Bonita Springs, Florida, 34134

and the name of the initial registered agent shall be:

Christian J. Stern

ARTICLE V
EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which s/he already holds, shall the right to purchase his/her pro rata share, as nearly as may be one without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII
SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII
ELECTION OF SUBCHAPTER S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX
OFFICERS AND DIRECTORS

The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in they By-Laws of the Corporation.

ARTICLE X
INCORPORATORS

The name and the street address of the incorporator of these articles of Incorporation are:

Christian J. Stern
IFEM (USA), Inc.
24311 Walden Center Drive, Suite 202
Bonita Springs, FL 34134

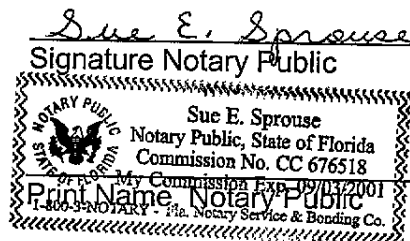
IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal on this 19th day of April, 2000.



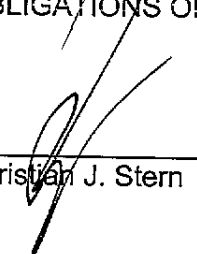
Christian J. Stern
Incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 19th day of April, 2000, by Christian J. Stern () who is personally known to me or (x) who has produced Drivers license as identification.



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



Christian J. Stern