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ROGERS, MORRIS & ZIEGLER
ATTORNEYS AT LAW

DWIGHT L. ROGERS (1886-1954)
JOHN E. MORRIS (1886-1955)
JOHN E. MORRIS, JR. (1920-1985)
DWIGHT L. ROGERS, JR.
ROBERT E. ZIEGLER
J. PATRICK DYAL
ROMNEY C. ROGERS*
RUSSELL A. WHITE
DANA ZIEGLER HOLDING
MARK F. BOOTH
VINCENT P. ANDREANO**

*ALSO ADMITTED TO GEORGIA BAR
**ALSO ADMITTED TO CALIFORNIA BAR

VICTORIA PARK CENTRE, SUITE 300
1401 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (954) 462-1431
TELECOPIER (954) 763-2692

EFFECTIVE DATE
4-26-00

April 26, 2000

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
00 APR 27 PM 5:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

800003226898--5
-04/27/00-01056--004
*****70.00 *****70.00

RE: SMV Americas, Inc.

Gentlemen:

Enclosed is our firm's check in the amount of \$70.00 for filing the Articles of Incorporation for the above corporation.

Please send us a receipt acknowledging the filing of these Articles.

Very truly yours,


ROBERT E. ZIEGLER

REZ/eb

Encs.

\\smv.americas\corp div-ltr4-26

S. Thompson APR 27 2000

ARTICLES OF INCORPORATION
OF
SMV AMERICAS, INC.

EFFECTIVE DATE
4-26-00

FILED
00 APR 27 PM 5:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I - Name

The name of this corporation is: **SMV AMERICAS, INC.**

Article II - Duration

This corporation shall commence as of April 26, 2000, the date of the signing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue Twenty-Five Thousand (25,000) shares of Common Stock of One Dollar (\$1.00) par value.

Article V - Principal Office

The principal office of this corporation is located at: 2514 Hollywood Boulevard, Hollywood, Florida 33020.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1401 East Broward Boulevard, Suite 300 Victoria Park Centre, Ft. Lauderdale, Florida 33301; and the name of the initial registered agent of this corporation at that address is ROBERT E. ZIEGLER.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The one (1) Director initially shall be:

Name

Richard Fonrouge

Address

2514 Hollywood Boulevard
Hollywood, Florida 33020

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: ROBERT E. ZIEGLER, 1401 East Broward Boulevard, Suite 300, Ft. Lauderdale, Florida 33301.

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of April, 2000.

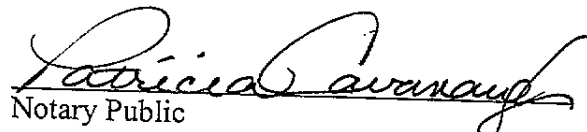

ROBERT E. ZIEGLER

STATE OF FLORIDA

COUNTY OF BROWARD

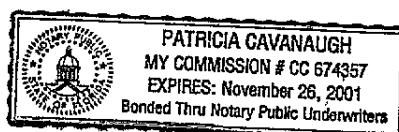
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT E. ZIEGLER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 26th day of April, 2000.


Notary Public

Print Name Patricia Cavanaugh


My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SMV AMERICAS, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 26th day of April, 2000.


ROBERT E. ZIEGLER
Registered Agent

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00 APR 27 PM 5:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA