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LIVINGSTON, PATTERSON, STRICKLAND & WEINER, P.A.

ATTORNEYS AT LAW

46 NORTH WASHINGTON BOULEVARD, SUITE 1

SARASOTA, FLORIDA 34236

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May 4, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee FL 32301

Re: SMART MATERIAL CORP.

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$78.75 to cover the following fees:

\$35.00 - Filing Fee
8.75 - One Certified Copy
35.00 - Registered Agent

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*****78.75 *****78.75

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgment to me in the enclosed self-addressed, stamped envelope.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON
STRICKLAND & WEINER,

April A. Haley
Corporate Legal Assistant

FILED
00 MAY -5 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
SMART MATERIAL CORP.**

Article I - Name

The name of this corporation is Smart Material Corp.

Article II - Capital Stock

This corporation is authorized to issue 10,000 shares of one-cent par value common stock.

Article III - Mailing Address and Principal Office

The mailing address of the corporation is 46 North Washington Blvd., #1, Sarasota, Florida 34236, and the principal office of the corporation is 4721 White Tail Lane, Sarasota, Florida 34238.


Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 46 North Washington Blvd., #1, Sarasota, Florida, 34236 and the name of the initial registered agent of this corporation at that address is John Patterson.

Article V - Incorporator

The name and address of the person signing these Articles is John Patterson, 46 North Washington Blvd., #1, Sarasota, Florida, 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of May, 2000.


JOHN PATTERSON
Incorporator

smart\articles of incorporation

FILED
00 MAY -5 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**NOTICE OF APPOINTMENT OF REGISTERED AGENT,
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, JOHN PATTERSON, having a street address of 46 North Washington Blvd., #1, Sarasota, Florida 34236, having been appointed by the directors of SMART MATERIAL CORP., as registered agent, states as follows:

1. The address of the registered agent shall be 46 North Washington Boulevard, Suite 1, Sarasota, Florida 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.
2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.


JOHN PATTERSON

smart\registered agent acceptance