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ST. PETERSBURG, FLORIDA 33705-1691

May 8, 2000

Department of the State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32390

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-05/11/00--01068--004
*****70.00 *****70.00

RE: INCORPORATION OF SMITH & RUSSELL, INC.

Dear Ladies and Gentlemen:

I have enclosed original signed Articles of Incorporation and Designation of Registered Agent for the captioned corporation plus the usual filing fee of \$70.00.

Please incorporate the Corporation and send me the usual proof of incorporation.

Thanking you for your attention to this matter, I remain,

Very truly yours,

JOHN R. CAPPA

JRC:jd

Enclosures

FILED
00 MAY 11 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gfs/12

**ARTICLES OF INCORPORATION
OF
SMITH & RUSSELL, INC.**

FILED
00 MAY 11 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be Smith & Russell, Inc. The address of the principal office of this corporation shall be 2258 Pimlico Street, Orlando, FL 32822.

**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 1,000 shares of common stock having \$1.00 par value per share.

**ARTICLE IV
REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 2258 Pimlico Street, Orlando, FL 32822, and the name of the initial registered agent of the corporation at that address is ANTHONY C. SMITH.

**ARTICLE V
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI
OFFICERS AND DIRECTORS**

This corporation shall have two officers and two directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

ANTHONY C. SMITH

2258 Pimlico Street
Orlando, FL 32822

CHARLES RUSSELL

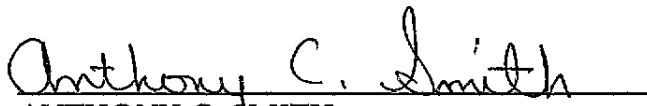
625 Anderson Street
Orlando, FL 32801

**ARTICLE VII
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

ANTHONY C. SMITH
2258 Pimlico Street
Orlando, FL 32822

IN WITNESS WHEREOF, the undersigned agent, ANTHONY C. SMITH, has hereunto set his hand on this 2ND day of MAY, 2000.


ANTHONY C. SMITH

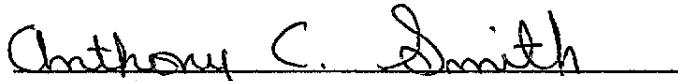
ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

ANTHONY C. SMITH having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


ANTHONY C. SMITH