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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.**SMTM CLUB, INC.**

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**ARTICLE OF INCORPORATION
OF
SMTM Club, Inc.**

**THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION
UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY
ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:**

ARTICLE ONE

THE NAME OF THE CORPORATION : SMTM Club, Inc.

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL

ARTICLE THREE

**THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANISED
ARE: Stock Trading**

**1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS
CONNECTED WITH**

**2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH
CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL
CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS
WHICH CAN, BE ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH
OR AUXILIARY TO THE FOREGOING BUSINESS.**

**3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR
NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.**

ARTICLE FOUR

**THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS
AUTHORISED TO ISSUE IS 1000 SHARES. SUCH SHARES SHALL BE OF A
SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$1.00**

**Prepared by Brito & Brito Accounting, Inc.,
407 Lincoln Road, Suite 5B
Miami Beach, Florida 33139**

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ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THE CORPORATION IS: Luis G. Brito, 407 Lincoln Road, Suite 5-B, Miami Beach, Fl 33139 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS: Luis G. Brito

ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS Three (3). THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTOR IS:

PRESIDENT: Pavel D. Castellero 7410 W 17th Avenue Hialeah, Fl. 33013

SECRETARY: Daniel Pelaez

TREASURER: Vlad Castillo

VICE-PRESIDENT: Daniel Pelaez

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS: Pavel D. Castellero ARE OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION AT MIAMI, FLORIDA THIS 30 DAY OF May 2000.


INCORPORATOR

Pavel D. Castellero

7410 W 17th Avenue Hialeah, Fl. 33013

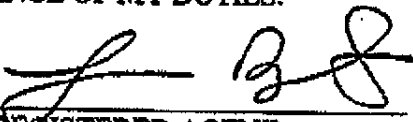
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORISED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED Pavel D. Castellero KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF INCORPORATION. IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND COUNTY ABOVE, ON 30 DAY OF May. 2000.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

ACCEPTANCE BY REGISTERED AGENT

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



REGISTERED AGENT
Luis G Brito

STATE OF FLORIDA
COUNTY OF DADE
BEFORE ME, A NOTARY PUBLIC AUTHORISED TO TAKE
ACKNOWLEDGEMENT IN THE STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED Luis G. Brito _____, KNOWN TO BE AND
KNOWN BY ME TO EXECUTE THE FOREGOING ACCEPTANCE BY
REGISTERED AGENT, AND HE ACKNOWLEDGED BEFORE ME THAT HE
EXECUTED THAT ACCEPTANCE ON 30 DAY OF May, 2000.

NOTARY PUBLIC
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