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ATTORNEYS AT LAW

THEODORE W. WEEKS, IV
ATTORNEY AT LAW

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HANK B. CAMPBELL
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LOUISE W. SPIVEY
KINGSWOOD SPROTT, JR.
ROBERT G. STOKES
JANET M. STUART
JONATHAN B. TROHN
ROBERT L. TROHN
JOHN K. VREELAND
TED W. WEEKS, III
THEODORE W. WEEKS, IV
A. H. LANE (RETIRED)

June 27, 2000

P00000068953

VIA CERTIFIED MAIL, RETURN RECEIPT REQUESTED

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

EFFECTIVE DATE
7-19-00

Re: Smartplan, Inc.

000003323040--0
-07/14/00--01049--003
*****87.50 *****87.50

Gentlemen:

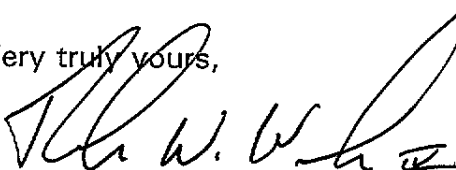
Enclosed please find the original and one copy of Articles of Incorporation for a new Florida corporation to be known as Smartplan, Inc. Our search of the Secretary of State's On-Line Records indicated that this name is available for a Florida corporation. Please file the original Articles and return the copy to me, duly certified to show the date of filing. Please note that the corporate existence is to commence as of July 19, 2000.

We also require a Certificate of Status. Therefore, enclosed is this firm's check in the amount of \$87.50 to cover the following:

Filing Fee	\$70.00
Certified Copy Fee	\$ 8.75
Certificate of Status	\$ 8.75

If there are any questions concerning these Articles, I would appreciate your telephoning me collect at (941) 284-2260. Thanking you for your usual cooperation, I am

Very truly yours,


Theodore W. Weeks, IV

Enclosures
CC: Jayant Saxena

LANE, TROHN, BERTRAND & VREELAND, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (863) 284-2200 • FAX (863) 688-0310
WWW.LANETROHN.COM

CD
7-19-00
H

ARTICLES OF INCORPORATION

OF

SMARTPLAN, INC.

ARTICLE I - NAME

The name of this corporation is Smartplan, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address and principal office of this corporation is 2845 Corinthian Avenue,
Jacksonville, Florida 32210.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on July 19, 2000.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a
par value of \$1.00 per share.

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 2845 Corinthian
Avenue, Jacksonville, Florida 32210 and the name of the initial registered agent of this
corporation at that office is Jayant Saxena.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

FILED
00 JUL 14 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
7-19-00

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than two (2). The name(s) and address(es) of the initial director(s) of the corporation are:

Anupam Saxena
4902 Tradition Drive
Lakeland, Florida 33813

Jayant Saxena
2845 Corinthian Avenue
Jacksonville, Florida 32210

ARTICLE VIII - INCORPORATOR

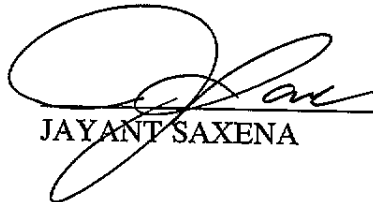
The name and address of the Incorporator is:

Theodore Willard Weeks, IV
Lane, Trohn, Bertrand, & Vreeland, P.A.
One Lake Morton Drive
Lakeland, Florida 33801

ARTICLE IX - INDEMNIFICATION

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

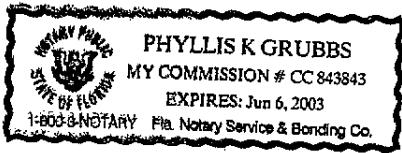
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28 day of June, 2000.


JAYANT SAXENA

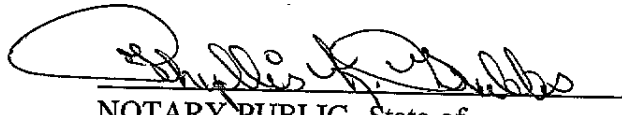
STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 28 day of

June, 2000, by JAYANT SAXENA, who is personally known to me or who has produced _____
_____ as identification and who did not take an oath.



(Affix Notary Seal)



NOTARY PUBLIC, State of
Florida at Large
Print name: Phyllis K. Grubbs

My commission expires: June 6, 2003

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:


JAYANT SAXENA

DATE: 28 June, 2000

FILED
00 JUL 14 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA