

P00000076681

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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(((H00000042602 3)))

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To:

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

From:

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
Fax Number : (561) 483-7321

FILED
00 AUG 14 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SMQ EQUITY CORP.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$70.00 |

AUG 14 '00 11:21AM BROAD AND CASSEL

Fax Audit Number: H00000042602 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SMQ EQUITY CORP.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I.

The name and initial address of this Corporation shall be: SMQ Equity Corp., 2300 Glades Road, Suite 100E, Boca Raton, Florida 33431, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II.

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III.

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

ARTICLE IV.

| NUMBER OF SHARES <u>AUTHORIZED</u> | PAR VALUE <u>PER SHARE</u> | CLASS OF <u>STOCK</u> |
|---------------------------------------|-------------------------------|--------------------------|
| 1,000 | \$.01 | Common |

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE V.

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

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ARTICLE VI.

The initial registered office of this Corporation is 2300 Glades Road, Suite 100E, Boca Raton, Florida 33431. The initial registered agent at that address is George B. Ligeti.

ARTICLE VII.

The Corporation shall have one (1) director initially. The name and address of the first director of the Corporation, who shall hold office for the first year or until his successor is duly elected and qualified, are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|---|
| William R. Greenfield | 2300 Glades Road, Suite 100E . . . Boca Raton, Florida 33431 |

ARTICLE VIII.

The name and address of the incorporator is: George B. Ligeti, 2300 Glades Road, Suite 100E, Boca Raton, Florida 33431.

ARTICLE IX.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X.

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI.

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

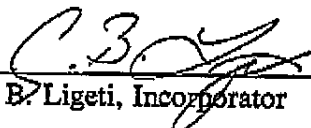
Fax Audit Number: H00000042602 3

AUG 14 '00 11:22AM BROAD AND CASSEL

P.4

Fax Audit Number: H00000042602 3

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 14th day of August, 2000.


George B. Ligeti, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

FIRST -- That SMQ Equity Corp., desiring to organize under the laws of the State of Florida, has designated 2300 Glades Road, Suite 100E, Boca Raton, Florida 33431, as the place of business for the service of process within this state.

SECOND -- That the above corporation has named George B. Ligeti as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 10 day of August, 2000.


George B. Ligeti
Registered Agent

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TALLAHASSEE, FLORIDA

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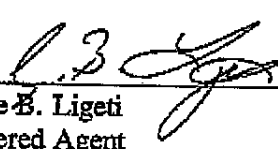
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