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SABRINA MEEKER

August 28, 2000

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32399

Re: Filing of Corporation: SMARTBOOKS, INC.

800003378028--1
-08/30/00--01070--024
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find Articles of Incorporation to file the above referenced corporation:

SMARTBOOKS, INC.

We are enclosing check #6500 in the total amount of \$78.75, representing \$35.00 for Filing Fee, \$35.00 for Registered Agent Designation, and \$8.75 for Certified Copy.

Please be so kind and forward all correspondence to our office.

Thank you for your kind assistance in this matter. Should you have any questions or need additional information, please feel free to telephone the undersigned at (561)625-1005, thank you.

Sincerely,



Sabrina Meeker

Enclosures: Articles of Incorporation
Check #6500

FILED
00 AUG 30 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

Smartbooks, Inc.

ARTICLE I - NAME

The name of the company is **Smartbooks, Inc.**

00 AUG 30 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue initially one hundred (100) shares of common stock without par value, which shall be designated "Common Shares".

PRINCIPAL

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial principal office of this corporation shall be Smartbooks, Inc., 6245 Dania Street, Palm Beach Gardens, Florida 33418, and the name of the initial registered agent of this corporation at that address is Sabrina Meeker.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Sabrina Meeker
6245 Dania Street
Palm Beach Gardens, FL 33418

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Sabrina Meeker
6245 Dania Street
Palm Beach Gardens, FL 33418

IN WITNESS WHEREOF, the undersigned subscriber has executed these

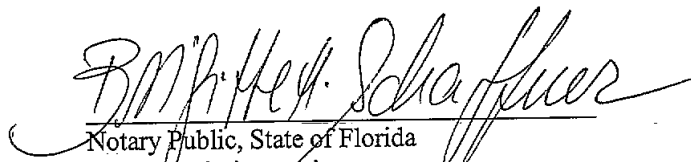
Articles of Incorporation, this 28th day of August , 2000.


Sabrina Meeker

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

Before me, a notary public duly authorized to take acknowledgment in the State and County aforesaid, personally appeared Sabrina MEEKER, known to me and to me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed same freely and voluntarily and for the uses and purposes therein set forth and expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 28th day of August, 2000.


Notary Public, State of Florida
My Commission expires:



FILED
AUG 30 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATION DESIGNATION OF PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 617, Florida Statutes, the following is submitted, in
compliance with said Act:

First - - That Smartbooks Inc., desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of incorporation at City of Palm Beach
Gardens, County of Palm Beach, State of Florida, has named Sabrina Meeker, located at:

6245 Dania Street
Palm Beach Gardens, FL 33418

as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

By Sabrina Meeker
Sabrina Meeker (Resident Agent)