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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 Gaines Street
Tallahassee, Fl 32399

FILED
00 SEP 11 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date: September 6, 2000

Enclosed is an original and one (1) copy of the articles of incorporation for **SMC Global, Inc.** with a check for \$70.00 for filing fees. Please return one stamped copy of the articles to the following:

Sandra Kritch
First American Financial Services, Inc.
3000 Gulf To Bay Blvd Suites 201 & 202
Clearwater, Fl 33761
(727) 712-2214

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*****70.00 *****70.00

T. Burch SEP 13 2000

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate name is SMC Global, Inc.

ARTICLE TWO

Duration

The duration of the Corporation is perpetual.

ARTICLE THREE

Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

Capital Stock

The Aggregate number of shares, which the Corporation has authority to issue, is (1000) all of which shall be common shares with a par value of One Dollar.

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ARTICLE FIVE

Registered-Office

The street address of the initial registered office of the corporation is 1550 H-3 McMullen Booth Road Suite 173 Clearwater, Fl 33759.

And the name of the initial Registered Agent at such address is Charles N. Gibson.

ARTICLE SIX

Directors

A Board of Directors consisting of a minimum of one director and a maximum of six directors shall manage the business of the Corporation.

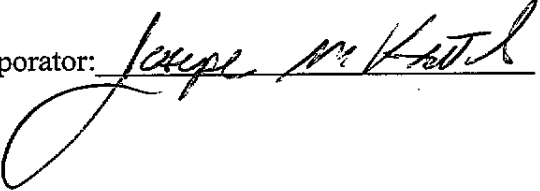
ARTICLE SEVEN

Incorporators

The name and address of the Incorporator is:

Joseph M. Kritch
First American Financial Services, Inc.
26340 US 19 N
Clearwater, Florida 33761

Incorporator:



Date:



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TALLAHASSEE, FLORIDA

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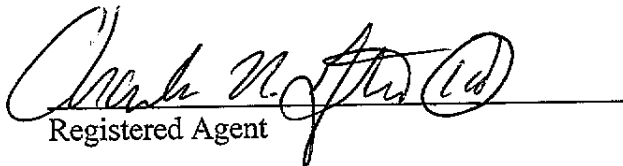
CERTIFICATED OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act that Acme Soft, Inc. desiring to organize under the laws of the State of Florida, with its principal place of business at 1550 H-3 McMULLEN BOOTH ROAD SUITE 173 CLW, FL 33759 named CHARLES GIBSON located at 1550 H-3 McMULLEN BOOTH ROAD SUITE 173 CLW, FL 33759 it's agent to accept services process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED: This 6 day of September 2000.


Registered Agent