

P00000111180

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H00000063090 5)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

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

From: Account Name : ATLAS PEARLMAN, P.A.  
Account Number : 076247002423  
Phone : (954) 763-1200  
Fax Number : (954) 766-7800

FILED  
00 DEC -4 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## FLORIDA PROFIT CORPORATION OR P.A.

## SMX ACQUISITION CORP.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

H00000063090 5

**ARTICLES OF INCORPORATION  
OF  
SMX ACQUISITION CORP.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: SMX ACQUISITION CORP.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1900 Corporate Boulevard, Suite 305 West, Boca Raton, Florida 33431.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

CLINT J. GAGE, ESQ., FLA. BAR #0191779  
Atlas Pearlman, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301 Phone No.: (954) 763-1200

FILED  
00 DEC -4 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H00000063090 5

6042-00300 301359.1

1

H00000063090 5

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be one thousand (1,000) shares of common stock, par value \$.0001 per share.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA**

The street address of the initial registered office of the corporation is 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301, and the name of its initial registered agent at such address is Clint J. Gage, Esq.

**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially.

**ARTICLE VIII  
INITIAL DIRECTOR**

The name and address of the initial Directors of this Corporation are:

Kathryn Braithwaite  
1900 Corporate Boulevard, Suite 305 West  
Boca Raton, Florida 33431

6042-00300 301359.1

2

H00000063090 5

H00000063090 5

Laurence S. Isaacson  
1900 Corporate Boulevard, Suite 305 West  
Boca Raton, Florida 33431

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE IX INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Clint J. Gage, 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301.

#### **ARTICLE X INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

#### **ARTICLE XI AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

H00000063090 5


0042-00300 301359.1

H00000063090 5

**ARTICLE XII  
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on December 4, 2000.

  
Clint J. Gage, Incorporator

H00000063090 5

0042-00300 301359.1

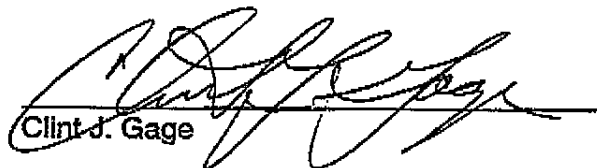
H00000063090 5

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

SMX ACQUISITION, CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1900 Corporate Boulevard, Suite 305 West, Boca Raton, Florida 33431, has named Clint J. Gage, 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
Clint J. Gage

**FILED**  
00 DEC -4 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H00000063090 5