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WILLIAM R. LISCH, P.A.

ATTORNEY AT LAW
519 13TH STREET WEST
BRADENTON, FLORIDA 34205

FILED

00 DEC -4 AM 11:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
(904) 747-6658

GENERAL PRACTICE
REAL PROPERTY

November 30, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

re: Smile Services, Inc.

100003485341--5
-12/04/00--01129--003
*****78.75 *****78.75

To Whom It May Concern:

Please find enclosed the original and one copy of the Article of Incorporation of Smile Services, Inc., together with the Designation of Registered Agent and check in the amount of \$78.75 for filing fees and certified copy. (\$70.00 filing + \$8.75 certified copy)

Please indicate the approval of the Articles of Incorporation by filing same and returning a certified copy to me for the corporate records.

Thank you.

Sincerely,

William R Lisch

William R. Lisch, Esquire

Signed in Mr. Lisch's absence
to avoid delay.

WRL/ltk
encls:

R 12/8/00 ✓

ARTICLES OF INCORPORATION
OF
SMILE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is SMILE SERVICES, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be conducted and created by this corporation is to provide for vending machine sales and services and all other related business in which a corporation is lawfully authorized to engage in the State of Florida.

ARTICLE III - CORPORATE EXISTENCE

This corporation shall have perpetual existence and shall commence immediately upon the filing and acceptance of this Charter by the State of Florida Department of State.

ARTICLE IV - REGISTERED OFFICE

The address of the initial principal office of the corporation is 909 60th Avenue Terrace West, Bradenton, Florida 34207. The Board of Directors may from time to time move the principal office to any other address within the State of Florida.

ARTICLE V - REGISTERED AGENT

The initial registered agent for the corporation for accepting service of process pursuant to the Chapter 48.091, Florida Statutes, shall be Cathy Copeland, 909 60th Avenue Terrace West, Bradenton, Florida 34207.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of one (1) member, whose name and address is:

Cathy Copeland
909 60th Avenue Terrace West
Bradenton, Florida 34207

ARTICLE VII - CAPITAL STOCK

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of one (\$1.00) dollar. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator and the number of shares they agree to take are as follows:

Cathy Copeland	100 shares
909 60 th Avenue Terrace West	
Bradenton, Florida 34207	

ARTICLE IX - CORPORATE OFFICERS

The initial officers of the corporation and their addresses are as follows:

Cathy Copeland	President/Vice President
909 60 th Avenue Terrace West	Secretary/Treasurer
Bradenton, Florida 34207	

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended, changed, altered or repealed as set forth in the Bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 30th day of November, 2000.

Cathy Copeland
CATHY COPELAND

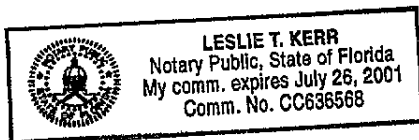
STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, a duly authorized officer in the State and County aforesaid to take acknowledgments, personally appeared CATHY COPELAND, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form(s) of identification of the above named persons: personally known and that an oath (was)(was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 30th day of November, 2000.

Leslie T. Kerr
Notary Public

(Notary Rubber Stamp Seal)



Leslie T. Kerr
Printed Signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That SMILE SERVICES, INC., is seeking to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 909 60th Avenue Terrace West, Bradenton, Florida 34207, County of Manatee, State of Florida, has named Cathy Copeland, 909 60th Avenue Terrace West, Bradenton, Florida 34207, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


CATHY COPELAND
Registered Agent