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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850)224-8870
Fax Number : (850)222-1222

FLORIDA PROFIT CORPORATION OR P.A.

SMG Holdings, Inc.

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ARTICLES OF INCORPORATION

OF

SMG Holdings, Inc.

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

ARTICLE I: NAME

The name of the corporation is **SMG Holdings, Inc.**

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ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **4575 SE Dixie Highway, Stuart, FL 34997.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$.01) per share.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Joseph D. Grosso, Jr., Esquire, 759 S. Federal Hwy, Suite 212, Stuart, FL 34994.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

Andrew Bate, President

Demetrio Brid, Vice President

Elizabeth Bate, Secretary/Treasurer

4575 SE Dixie Highway, Stuart, FL 34997.

The undersigned has executed these Articles of Incorporation this 22nd day of December, 2000.

"Capital Connection, Inc. by Lauren Strong, Client Representative"

Lauren Strong

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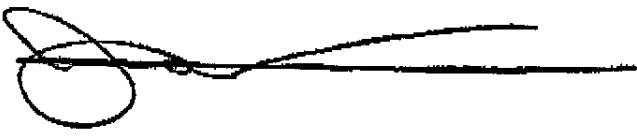
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: SMG Holdings, Inc.

2. The name and street address of the registered agent and office is: Joseph D. Gross, Jr Esquire
759 S. Federal Hwy Suite 212
Stuart, FL 34994

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



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