

PO1000001977

BENSON, MOYLE & MUCCI, LLP

ATTORNEYS AT LAW

BANK OF AMERICA BUILDING

ONE FINANCIAL PLAZA, SUITE 1600

FORT LAUDERDALE, FLORIDA 33394-1697

FILED

01 JAN -2 PM 1:37

WILLIAM H. BENSON, P.A.

BERNARD T. MOYLE, P.A.

MARK S. MUCCI, P.A.

MARK J. LOTERSTEIN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
BROWARD (954) 524-6800
DADE (305) 544-3311
PALM BEACH (561) 734-4655
FACSIMILE (954) 463-6963

December 29, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

800003519628--8
-01/03/01--01010--003
*****78.75 *****78.75

Re: **Incorporation of Smartcup International, Inc.**
Our File No: 99-096

To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation for Smartcup International, Inc. to be filed with your office. Additionally, we enclose our Attorney Trust Account check in the amount of \$78.75 representing the filing and certified copy fees.

Please return a certified copy of the Articles of Incorporation in the self-addressed, stamped envelope provided for this purpose. Thank you for your anticipated cooperation in this matter.

Very truly yours,

BENSON MOYLE & MUCCI, LLP



Mark J. Loterstein

For the Firm

MJL/cf

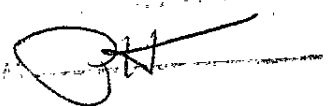
enclosures

cc: John Calderaio, President

K:\99-096\Corres\1229divcorp.ltr.wpd

Mail Loterstein

*delete reference
to effective date*



1/5/01

**ARTICLES OF INCORPORATION
OF
SMARTCUP INTERNATIONAL, INC.**

FILED
01 JAN -2 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **SMARTCUP INTERNATIONAL, INC.** whose principal place of business is One Financial Plaza, Suite 1600, Fort Lauderdale, Florida 33394.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is One Financial Plaza, Suite 1600, Ft. Lauderdale, Florida 33394 and the name of its initial registered agent at said address is John P. Calderaio.

ARTICLE VI

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

John P. Calderaio
One Financial Plaza, Suite 1600
Ft. Lauderdale, FL 33394

ARTICLE VII

The name and address of the incorporator is:

Mark J. Loterstein, Esq.
Benson, Moyle & Mucci, LLP
One Financial Plaza, Suite 1600
Fort Lauderdale, Florida 33394

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting by majority vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

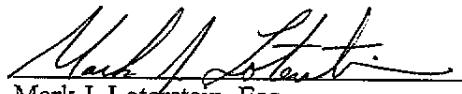
ARTICLE X

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XI

Pursuant to Florida Statute Section 607.0203., the effective date of the commencement of corporate existence is the date of filing.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on the 28TH day of December, 2000.


Mark J. Loterstein, Esq.

**STATE OF FLORIDA
COUNTY OF BROWARD**

BEFORE ME, the undersigned authority personally appeared Mark J. Loterstein, Esq. who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

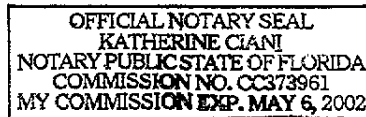
IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 28TH day of December, 2000.



Notary Public, State of Florida

Printed Name: KATHERINE CIANI

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

FILED

01 JAN -2 PM 1:38

STATE OF PENNSYLVANIA)
COUNTY OF Bucks)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

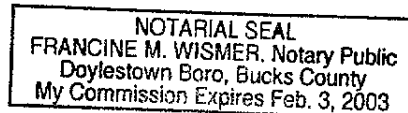
BEFORE ME, the undersigned authority personally appeared John P. Calderaio, who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1999) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.

John P. Calderaio
John P. Calderaio

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 28th day of November, 2000.
December, 2000

Francine M. Wismer
Notary Public, State of Pennsylvania
Printed Name: Francine M. Wismer

My Commission Expires:



K:\99-096\Corporate\articles.smartcup.wpd