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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

SMART ART, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight JAN 09 2001

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ARTICLES OF INCORPORATION

OF

SMART ART, INC.

THE UNDERSIGNED, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS: The name of this corporation is Smart Art, Inc. The address of the corporation is 260 95th Street, Suite 204, Miami Beach, Florida 33154.

ARTICLE II

DURATION: This corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES: The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Prepared by:
Donald A. Golden, Esquire
Florida Bar #279757
Donald A. Golden, P.A.
11755 S.W. 82nd Avenue
Miami, Florida 33156

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ARTICLE IV

AUTHORIZED SHARES: The capital stock of this Corporation shall be 100,000 Shares of Common Stock of no (\$0.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE: The initial registered agent of this corporation and his address is as follows: R. Clayton Umbel, 260 95th Street, Suite 204, Miami Beach, Florida 33154.

ARTICLE VI

BOARD OF DIRECTORS:

1. The number of Directors of this corporation shall not be less than one (1) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than one (1).
2. The corporation shall initially have one (1) Director. The name and address of the initial Director is as follows:

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NAME

R. Clayton Umbel

ADDRESS

260 95th Street, Suite 204
Miami Beach, Florida 33154

ARTICLE VII

INCORPORATOR: The name and address of the incorporator of these Articles of Incorporation is as follows: R. Clayton Umbel, 290 95th Street, Suite 204, Miami Beach, Florida 33154.

ARTICLE VIII

ADDITIONAL PROVISIONS: The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in the corporation.

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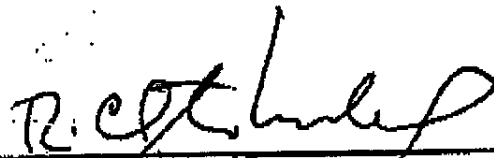
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3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director to the full extent provided by law. This corporation may provide such indemnification or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Miami Beach, Miami-Dade County, Florida, for the uses and purposes aforesaid this 2 day of January, 2001.



R. Clayton Umbel
Incorporator

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STATE OF FLORIDA)

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) SS

COUNTY OF MIAMI-DADE)

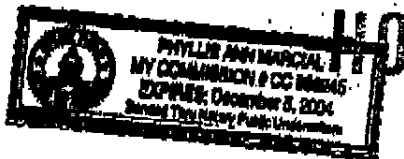
BEFORE ME the undersigned authority, personally appeared R. CLAYTON UMBEL, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Dade County, Florida, this 2nd day of January, 2001.

Phyllis Ann Marcial
NOTARY PUBLIC
State of Florida at Large

Print Name: Phyllis ANN MARCIAL

My Commission Expires:



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CERTIFICATE 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 607, Florida Statutes, the following is submitted in compliance with said Act: Smart Art, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami Beach, County of Miami-Dade, State of Florida has named R. Clayton Umbel, located at 260 95th Street, Suite 204, Miami Beach, Florida 33154 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: 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 I agree to comply with the provisions of said Act relative to keeping open said office and I accept the obligations of Chapter 607.325 of the Florida Statutes.

By: R. Clayton Umbel
R. Clayton Umbel
Registered Agent

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