

PD1000005980



ACCOUNT NO. : 072100000032

REFERENCE : 966490 4326591

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$170.00 Patricia Pizito

ORDER DATE : January 16, 2001

ORDER TIME : 3:12 PM

ORDER NO. : 966490-005

CUSTOMER NO: 4326591

CUSTOMER: Dale W. Vash, Esq
Fowler White Gillen Boggs
Villareal & Banker, P.a.
Suite 1700
501 East Kennedy Boulevard
Tampa, FL 33602

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 16 PM 5:15

DOMESTIC FILING

NAME: M.B. SMITH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

800003539738--1

CONTACT PERSON: Denise Mick - EXT. 1150

EXAMINER'S INITIALS:

EP 1/17/01

ARTICLES OF INCORPORATION
OF
M.B. SMITH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 16 PM 5:15

The undersigned subscriber, a natural person competent to contract, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Statutes of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE 1

NAME

1.1 Name. The name of the corporation is M.B. SMITH, INC.

ARTICLE 2

PURPOSES AND POWERS

2.1 Purposes. The purposes for which the Corporation is organized are as follows:

(a) To engage in the transaction of any or all lawful business for which corporations may be incorporated

(b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except, that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

(c) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any land owned, held or occupied by the Corporation, buildings or other structures with their appurtenances and to manage, operate, lease, rebuild, enlarge, alter, or improve any buildings or other structures now or hereafter erected on any land so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands; and any buildings or other structures located thereon and any stores, shops, suites, rooms, or part of any buildings or any other structures located on such land at any time owned or held by the Corporation.

(d) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any

real property or personal property at any time owned, held or occupied by the Corporation, and to invest, trade and deal in any personal property at any time owned or held by the corporation.

(e) To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation.

(f) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States or by such foreign country.

2.2 Statutory Powers. Subject to any specific written limitations or restrictions imposed by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the Corporation shall have and exercise all the powers specified in the Statutes of the State of Florida.

2.3 Specific Powers. Subject to any specific written limitations or restrictions imposed by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purposes set forth in Section 2.1 of this Article 2, the Corporation shall have and exercise the following specific powers:

(a) To Appoint Officers and Agents. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(b) To Act as Agent. To act in the State of Florida and in any state, territory, district or possession of the United States or in any foreign country, in the capacity of agent or representative for any individual, association, corporation or other legal entity, respecting any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2.

(c) To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey, mortgage, either alone or

in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(d) To Deal in Personal Property Generally. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character, and description whatsoever and wheresoever situated, and any interest therein.

(e) To Deal in Securities Generally. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, sue, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

(f) To Deal in its own Securities. To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of the shares of the Corporation, but it shall not purchase, either directly or indirectly, its own shares except out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation.

(g) To Deal in Charters, Licenses, and Membership. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges, and other authorizations necessary lawfully to accomplish the purposes set forth in Section 2.1 of this Article 2.

(h) To Deal in Inventions, Copyrights and Trademarks. To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications therefor, and trade names and applications therefor.

(i) To Deal in Good Will. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any

business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2.

(j) To Enter Into Profit Sharing Arrangements and Partnerships. To enter into any lawful arrangements for sharing profits, union of interest, reciprocal association, or cooperative association, with any corporation, association, partnership, individual or other legal entity, for the carrying on of any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2, and to enter into any general or limited partnership the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2.

(k) To Make Contracts. To enter into, make, perform, and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(l) To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interests, contracts or other obligations created by any individual, partnership, association, corporation or other entity, to the extent that such guaranty is made pursuant to the purposes set forth in Section 2.1 of this Article 2.

(m) To Borrow Funds. To borrow or raise monies for any of the purposes of the Corporation set forth in Section 2.1 of this Article 2 and, to execute, accept, endorse, and deliver, as evidenced by such borrowing, all kinds of securities including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance or assignment in trust of the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(n) To Lend Funds Generally. To lend money for any of the purposes set forth in Section 2.1 of this Article 2, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation.

ARTICLE 3

CAPITAL STOCK

3.1 Number of Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is 6,000 shares of Common Stock, having a par value of One Dollar per share.

3.2 Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock of the Corporation shall

be entitled to one (1) vote for each share of Common Stock standing in his name on the books of the Corporation. At each election for Directors, every holder of the Common Stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected at that time and for whose election he has a right to vote.

3.3 Payment for Shares. The consideration for the issuance of the Common Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Future services shall not constitute payment or part payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive. No certificate shall be issued for any share until such share is fully paid.

3.4 Dividends. The holders from time to time of the Common Stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital, of the Corporation, but not otherwise, dividends payable either in cash, in property or in shares of the Common Stock of the Corporation.

ARTICLE 4

INITIAL CAPITAL

4.1 Initial Capital. The amount of capital with which the Corporation will begin business is \$500.00.

ARTICLE 5

PERIOD OF DURATION

5.1 Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 6

ADDRESS

6.1 Address. The initial address and mailing address of the principal office of the Corporation in the State of Florida is 2507 Bordeaux Way, Lutz, Florida 33549. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE 7

Data Respecting Directors

7.1 Initial Board of Directors. The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida nor stockholders of the Corporation. The initial Board of Directors shall hold the organizational meeting of the Corporation.

7.2 Names and Addresses. The names and addresses of the members of the initial Board of Directors, who shall serve until the first annual meeting of stockholders or until their successors shall have been elected and qualified are: Bruce G. Smith, 2507 Bordeaux Way, Lutz, Florida 33549 and Michael B. Smith, 1319 Crimson Clover Lane, Wesley Chapel, Florida 33543.

7.3 Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than one (1) nor more than five (5).

ARTICLE 8

Subscriber

8.1 Subscriber. The name and address of the Subscriber to these Articles of Incorporation is Michael B. Smith, 1319 Crmson Clover Lane, Wesley Chapel, Florida 33543.

ARTICLE 9

PROVISIONS FOR REGULATION OF THE INTERNAL

AFFAIRS OF THE CORPORATION

9.1 Meetings of Stockholders. Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Florida, as may be provided in the Bylaws. In the absence of any such provision, all meetings shall be held at the principal office of said Corporation.

9.2 Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Florida.

9.3 Bylaws. The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The power to amend, alter or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the

provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of Incorporation.

9.4 To Whom Shares May Be Sold. Subject to the provisions of Section 3.3 of Article 3 of these Articles of Incorporation, any of the shares of the Corporation may be issued, sold or otherwise disposed of by it from time to time, to such persons, corporations, or other legal entities, as the Board of Directors of the Corporation may determine.

9.5 Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm in which one or more of its Directors is a member or employee or in which they are interested, or between the Corporation and any corporation or association in which one or more of its Directors is a stockholder, member, director, officer or employee, or in which they are interested, shall be valid for all purposes notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding his or her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. This Section shall not be construed so as to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 10

AMENDMENTS

10.1 Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable Statute of the State of Florida and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted subject to this reservation.

ARTICLE 11

DESIGNATION OF REGISTERED AGENT

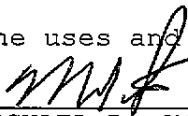
11.1 Registered Agent. The Registered Agent of the Corporation and his address, until proper notification of change thereof is given to the Secretary of State of the State of Florida, shall be Dale W. Vash, Esquire, 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602 and the address of its initial Registered Office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602.

ARTICLE 12

INDEMNIFICATION OF OFFICERS AND DIRECTORS

12.1 The Corporation may indemnify any officer or director or any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, have executed this Certificate of Incorporation for the uses and purposes herein stated.



MICHAEL B. SMITH

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this
8th day of January, 2001 by MICHAEL B. SMITH,
as the acting incorporator of M.B. SMITH, INC. he is personally known
to me or has produced FID 5530542682110 as identification
and did not take an oath.



Amanda G. Predmore
Notary Public
Print Name Amanda G. Predmore
My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR
THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

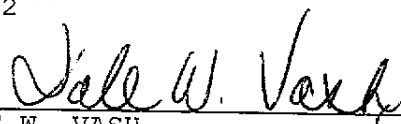
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 16 PM 5:15

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

That M.B. SMITH, 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 Lutz, County of Hillsborough, State of Florida, has named Dale W. Vash as its agent to accept service of process within this state. 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 provisions of said Act relative to keeping open said office.

REGISTERED OFFICE ADDRESS:

501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602


DALE W. VASH