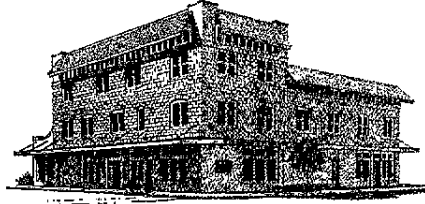


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HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

ATTORNEYS AT LAW  
1206 Manatee Avenue West  
Bradenton, Florida 34205-7504  
(941) 746-1167

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GEORGE H. HARRISON  
G. JOSEPH HARRISON  
THOMAS W. HARRISON  
ROBERT W. HENDRICKSON, III  
W. NELSON KIRKLAND



Please Reply To:  
Post Office Box 400  
Bradenton, Florida 34206-0400

Fax: (941) 746-9229

January 12, 2001

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
01 JAN 16 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

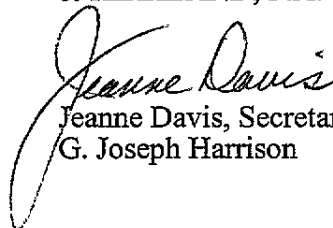
Re: ARTICLES OF INCORPORATION  
SMG VENTURES OF SW FLORIDA, INC.

To Whom It May Concern:

Enclosed herewith for filing with the Secretary of State are Articles of Incorporation of SMG Ventures of SW Florida, Inc. (in duplicate) with our firm's check payable to the Department of State for \$78.75 which includes \$8.75 for a certified copy.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS  
& KIRKLAND, P.A.

  
Jeanne Davis, Secretary to  
G. Joseph Harrison

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

vjd

Enclosures

H:\j-davis\Corp\SHINN\File Articles of Inc.doc

2.30.01 JAN 17 2001

FILED

ARTICLES OF INCORPORATION

01 JAN 16 PM 2:00

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SMG VENTURES OF SW FLORIDA, INC.

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for formation, liability, rights, privileges and immunities of a corporation for profit, does hereby certify as follows:

ARTICLE I  
NAME

The name of this corporation shall be SMG VENTURES OF SW FLORIDA, INC. The mailing address of the corporation shall be 11787 Shirburn Circle, Parrish, Florida 34219.

ARTICLE II  
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III  
PURPOSE OF CORPORATION

The general purpose of the business to be transacted by the corporation shall be to engage in any lawful act or activity for which corporations may be organized under the provisions of Chapter 607 of Florida Statutes, which shall include, but not be limited to the following:

To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidences of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of any state, district, territory or country; to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of

indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder or pledgee of such stock, or security, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds or other securities, or evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation;

To acquire, by purchase or otherwise, the goodwill, business property rights, franchises and assets of every kind, and undertake, either wholly or in part, the liabilities of any person, firm, association or corporation engaged in any business similar to these purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, as a going concern or otherwise: (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part thereof, or (3) in any other manner, and to pay for the same in cash, the stocks or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise, to hold, maintain and operate or in any manner dispose of the whole or any part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of such business;

To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;

To purchase, take, acquire, lease, hold, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise

acquired or upon any other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;

To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend trade and business interests or corporation, association, firms and individuals;

To borrow money, to give its promissory notes or other evidences of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificates of indebtedness or debenture bonds are discharged, but not thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this State, or of the Articles of Incorporation of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description and for the purposes of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law; and

To transact any or all lawful business.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall, except where otherwise expressly stated, be in no wise limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers, rights or privileges

given by law to corporations.

ARTICLE IV  
CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation shall be One Hundred (100) shares, which shall be common stock having no par value, all of which shall be fully paid and nonassessable.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall G. Joseph Harrison, and the name of the initial registered agent of this corporation at that address is 1206 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors, and the name and address of the initial director of this corporation :

JAMES M. MICHAELSON

JAMES L. GOINS

MATTHEW D. SHINN

ARTICLE VII  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

G. Joseph Harrison

1206 Manatee Avenue West  
Bradenton, Florida 34205

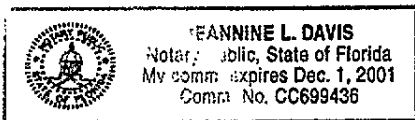
IN WITNESS WHEREOF, I have made, subscribed and acknowledged the foregoing Articles of incorporation to be filed in the office of the Secretary of State this 11<sup>th</sup> day of January, 2001.

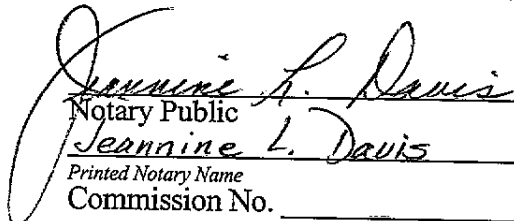
  
G. JOSEPH HARRISON

STATE OF FLORIDA  
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared G. Joseph Harrison, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification:

WITNESS my hand and official seal in the County and State last aforesaid this 11<sup>th</sup> day of January, A.D. 2001.

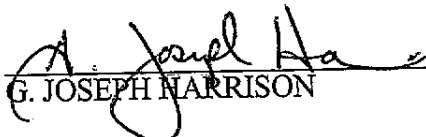


  
Notary Public  
Jeannine L. Davis  
Printed Notary Name  
Commission No. \_\_\_\_\_

MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named registered agent to accept service of process for SMG Ventures of SW Florida, Inc., pursuant to Chapter 48.091 of the Florida Statutes, hereby accepts this designation and agrees to act in this capacity and further agrees to comply with the provisions of the Act relative to keeping the registered office of the corporation open.

  
G. JOSEPH HARRISON  
Registered Agent

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