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SCOTT H. LUTWAK, C.P.A.
Certified Public Accountant
1191 E. NEWPORT CENTER DRIVE - SUITE 208
DEERFIELD BEACH, FL 33442
(954) 426-4480

FILED
01 JAN 25 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 23, 2001

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

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-01/25/01--01106--005
*****70.00 *****70.00

Re: Rick Smith, Inc.

Gentlemen:

Enclosed herewith please find the following:

1. Check payable to "Department of State" for \$70.00.
2. Articles of Incorporation (2) for Rick Smith, Inc.

I would greatly appreciate it if you would expedite the processing of this incorporation.

Please do not hesitate to contact me should you have any questions.

Sincerely,



Scott H. Lutwak

SHL/gg
Enc.

gj 1/26

ARTICLES OF INCORPORATION
OF

RICK SMITH, INC.

The undersigned incorporator hereby forms a corporation Under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RICK SMITH INC.

The address of the principal office of this corporation shall be 8416 N.W. 35th Avenue, Coral Springs, FL 33065, and the mailing address shall be the same.

ARTICLE II. NATURE OF THE BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1191 East Newport Center Drive, Suite 208, Deerfield Beach, Florida, 33442, and the name of the initial registered agent of the corporation at that address is Scott H. Lutwak.

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation..

This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Rick Smith

8416 N.W. 35th Avenue

Coral Springs, FL 33065

ARTICLE VII. INCORPORATOR

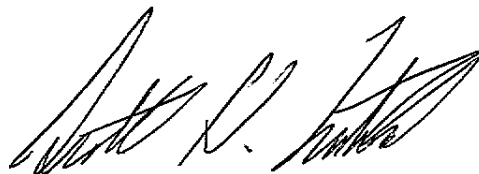
The name and street address of the incorporator to these Articles of Incorporation:

Scott H. Lutwak

1191 East Newport Center Drive

Deerfield Beach, FL 33442

The undersigned incorporator has executed these Articles of Incorporation on
January 23, 2001.

A handwritten signature in black ink, appearing to read "Scott H. Lutwak", written in a cursive style.

Its Incorporator, Scott H. Lutwak

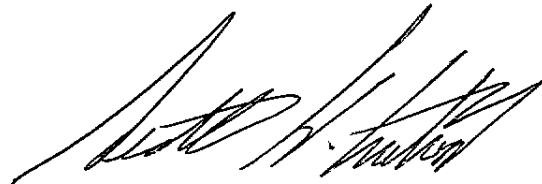
ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Scott H. Lutwak, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

RICK SMITH, INC.

Scott H. Lutwak is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:

A handwritten signature in black ink, appearing to read "Scott H. Lutwak", written over a horizontal line.

Typed Name: Scott H. Lutwak

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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