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EFFECTIVE DATE

01-30-01

GLENN W. TOMASONE

ATTORNEY AT LAW

244 E. EAU GALLIE BOULEVARD

INDIAN HARBOUR BEACH, FL 32937

(321) 777-9799

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FILED
01 JAN 25 AM 9:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

January 24, 2001

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

RE: ITSMART, INC.

Dear Sir or Madam:

This is to enclose the original and one copy of Articles of Incorporation regarding the above referenced corporation, together with a check in the amount of One Hundred Fifty-Five Dollars (\$155.00), as filing fees (\$100.00), Designation of Registered Agent (\$25.00) and request for certified copy (\$30.00). Please file the original and and return the certified copy to me.

Should you have any questions or require any additional information, please do not hesitate to contact my office.

Thank you for your assistance.

Sincerely,

Glenn W. Tomasone, Esquire

gwt/mb

Enclosures as stated:

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1/29/01
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ARTICLES OF INCORPORATION

OF

ITSMART, INC.

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Article I - Name

The name of this corporation is ITSMART, INC., and the corporations principal office and mailing address of the corporation shall be 465 Turtle Circle, Satellite Beach, Florida 32937.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporation shall be January 30, 2001.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Special Provision

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as an S corporation.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 465 Turtle Circle, Satellite Beach,

Florida 32937. The name of the initial registered agent of this corporation at that address is **Sumiko Kuboi.**

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

Name	Address
Sumiko Kuboi President	465 Turtle Circle Satellite Beach, FL 32937
Marco Lerra Vice-President	465 Turtle Circle Satellite Beach, FL 32937
Claude Lopez Treasurer	17 Plymouth Road Winchester, MA 01890

Article VIII

The name and address of the person signing these articles is: **Sumiko Kuboi, 465 Turtle Circle, Satellite Beach, FL 32937.**

Article IX - Bylaws

The power to adopt, alter, amend or reply bylaws shall be vested in the Board of Directors and the shareholders.

Article X - Director's Compensation

The shareholder of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of


incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XIII - Subchapter "S" Election

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of

incorporation this 22 day of **January**, 2001.



Sumiko Kuboi

ACKNOWLEDGMENT

STATE OF MASSACHUSETTS
COUNTY OF MIDDLESEX

The foregoing instrument was acknowledged before me this 22nd day of January, 2001, by Sumiko Kuboi who is personally known to me or who has produced MASS Driver's License as identification.

My Commission Expires: 9-4-2003


Notary Public

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

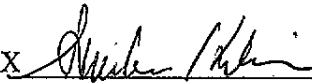
PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: **ITSMART, INC.**
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

SUMIKO KUBOI, 465 TURTLE CIRCLE, SATELIITE BEACH, FLORIDA 32937.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND

AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

X 
SUMIKO KUBOI
Registered Agent

January 22, 2001

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TALLAHASSEE FLORIDA