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ROBERT W. AYALA, JR.
9422 N.W. 13TH STREET
SUITE 50
MIAMI, FL 33172

February 23, 2001

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*****78.75 *****78.75

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

Attn: New Filings

RE: SMEERONE, INC.

FILED
01 FEB 26 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Enclosed please find the Article of Incorporation for the above referenced corporation together with a check in the amount of \$78.75 representing the filing fee and a certified copy of same. Please file the enclosed Articles returning a certified copy in the envelope I have provided.

If you have any questions regarding the foregoing, please feel free to call the undersigned at (786) 797-9124.

Sincerely,



Robert W. Ayala

J. Burch FEB 27 2001

ARTICLES OF INCORPORATION

FILED

OF

01 FEB 26 PM 2:26

SMEERONE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and principal address of this Corporation shall be:

SMEERONE, INC.
9422 N.W. 13th Street, Suite 50
MIAMI, FL 33172

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to issue 100 shares of voting Common Stock having a par value of .001 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

9422 N.W. 13th Street, Suite 50
MIAMI, FL 33172

The name of the initial registered agent of this Corporation at that address shall be:

Robert W. Ayala

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) member initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The name and street address of the initial member of the first Board of Directors who shall hold office until his successor has been duly elected or appointed and has qualified are as follows:

Robert W. Ayala
9422 N.W. 13th Street, Suite 50
Miami, FL 33172

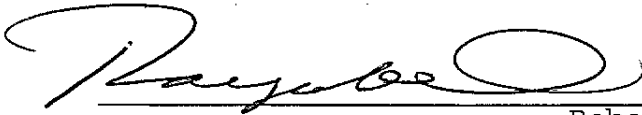
ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Robert W. Ayala
9422 N.W. 13th Street, Suite 50
Miami, FL 33172

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, FL for the uses and purposes aforesaid, this 20th day of February 2001.

A handwritten signature in cursive script, appearing to read 'Robert W. Ayala', is written over a horizontal line.

Robert W. Ayala, Incorporator

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

FILED

01 FEB 26 PM 2:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Robert W. Ayala having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 9422 N.W. 13th Street, Suite 50, Miami, FL 33172, has named Robert W. Ayala, located thereat as its registered agent to accept service of process within this state.



Robert W. Ayala, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Robert W. Ayala, Registered Agent