



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 061735 7260803

AUTHORIZATION :

Patricia Page

COST LIMIT : \$ 78.75

ORDER DATE : March 1, 2001

ORDER TIME : 11:26 AM

ORDER NO. : 061735-005

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CUSTOMER NO: 7260803

CUSTOMER: John R. Cook, Esq
Law Offices Of John R. Cook

202 Nw 5th Avenue

Okeechobee, FL 34972

DOMESTIC FILING

NAME: SMITH'S OF FT. PIERCE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

Ph 3/1/01

DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SMITH'S OF FT. PIERCE, INC.

We the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be: SMITH'S OF FT. PIERCE, INC.

ARTICLE II

The principal place of business of said corporation shall be in Okeechobee County, Florida, with the privilege of having branch offices at other places within the State of Florida, and within or without the United States of America, the street mailing address of said corporation being 2084 S.W. 1st Way Okeechobee, Florida.

ARTICLE III

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things hereinafter mentioned as freely and to the same extent as natural person might or could do, to-wit:

To engage in an enterprise for profit, such enterprises including but not limited to operation of food services, catering, preparation, display and other presentation of food items, condiments, and related services as necessary to conduct the business; to borrow, loan, collect money and/or mortgage debts; to advertise and otherwise deal with the public or private sector to accomplish the foregoing; to hire or retain agents, employees, independent contractors; to enter into debts or other contracts as necessary to conduct the business including franchises, subcontractor or other agreements necessary to work by through or under nationally recognized companies; together with the authority to deal in goods and services attendant to such business, and any other act necessary to conduct said business; including such other transactions as necessary with local agencies, business's, governments or other regulatory entity to conduct the business; and all such additional functions reasonably calculated as necessary to carry on the general nature of the foregoing purpose and business.

ARTICLE IV

The amount of capital stock of this corporation shall be one hundred (100) authorized shares of \$1.00 par value.

ARTICLE V

This corporation shall have perpetual existence unless dissolved by the stockholders, or the State of Florida.

ARTICLE VI

The number of Directors of this corporation shall be not less than one, (1) unless otherwise changed by the By-Laws. The manner of election of the directors and officers shall be as stated in the by-laws, or by majority vote of all shareholders at the annual meeting of the Corporation if not otherwise set forth.

ARTICLE VII

The Incorporators, and first Board of Directors and officers of this corporation and the post office address of each, who shall hold office for the first year; or their successors are named, shall be:

CRAIG SMITH
2084 S.W. 1ST WAY.
Okeechobee, Florida 34972

President/Secretary
Incorporator/Director

KAREN SMITH
2084 S.W. 1ST WAY
Okeechobee, Florida 34972

Vice-President/Treasurer
Incorporator/Director

ARTICLE VIII

In accordance with Chapter 48.091, Florida Statutes, the above named corporation, SMITH'S OF FT. PIERCE, INC. has named JOHN R. COOK, located at 202 N. W. 5TH Avenue, Okeechobee, FL 34972, as its Registered Agent to accept service of process within the State of Florida.

ARTICLE IX


The stock of this corporation shall be of a single class, and the corporation shall otherwise be determined to qualify for an election for Subchapter S treatment under the Internal Revenue Code. The initial stock of this corporation shall be the issuance of 100 shares, divided as follows:

50 shares to CRAIG SMITH


50 shares to KAREN SMITH

ARTICLE X

The corporation shall be structured and operated so as to meet the Internal Revenue Regulations which would qualify this corporation for Subchapter S designation for taxation purposes upon application by the corporation.




CRAIG SMITH
President/Secretary
Director/Incorporator


KAREN SMITH
Vice-president/Treasurer
Director/Incorporator

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

I HEREBY CERTIFY that CRAIG SMITH appeared before me, and who is personally known to me, or who produced the following identification: _____, and signed these Articles of Incorporation as their free act and deed, on this 28th day of February, 2001.


NOTARY PUBLIC
My commission expires:

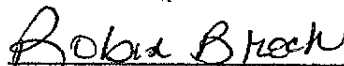

printed notary name



Robin Brock
MY COMMISSION # CC722185 EXPIRES
March 5, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

I HEREBY CERTIFY that KAREN SMITH appeared before me, and who is personally known to me, or who produced the following identification: _____, and signed these articles of incorporation as their free act and deed, on this 28th day of February, 2001.


NOTARY PUBLIC
My commission expires:


Printed notary name



Robin Brock
MY COMMISSION # CC722185 EXPIRES
March 5, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF RESIDENT AGENT

I HEREBY ACCEPT the position of Resident Agent for service of
process upon the corporation.

John R Cook
JOHN R. COOK

SWORN TO and SUBSCRIBED before me this 28th day of
February, 2001.

Robin Brock
NOTARY PUBLIC
My commission expires:

Robin Brock
printed notary name

RETURN TO:

John R. Cook P.A.
202 N.W. 5th Ave.
Okeechobee, Florida 34972
(941) 467-0297



Robin Brock
MY COMMISSION # CC722185 EXPIRES
March 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.