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EFFECTIVE DATE
3-7-01

~~FILED~~

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporate Division
The Capitol
Talahassee, FL 32304

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-03/14/01--01084--001
*****78.75 *****78.75

Re: SMART COLLECTIBLES, INCORPORATED

Gentleman:

I am enclosing an original and a copy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of $ 78.75 is enclosed which represents the following fees:

Filing Fee	$35.00
Certified Copy	$ 8.75
Registered Agent Fee	$35.00

Total	$ 78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very Truly Yours,

Colin Keogh
400 Commerce Way, Suite 124
Longwood, Florida 32750
(407) 331-1171

Jean Keogh _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT _____
DATE 3/19/01
DOC. EXAM _Doris Brown_

D. BROWN MAR 19 2001 ✓

Articles of Incorporation

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

Article I
NAME OF CORPORATION

SMART COLLECTIBLES, INCORPORATED

The name of the corporation is **SMART COLLECTIBLES, INCORPORATED**

Article II
Principal Office / Mail Address

The principal office of the corporation is: **400 Commerce Way
Suite 124
Longwood, Florida
32750**

The mailing address of the corporation is: **400 Commerce Way
Suite 124
Longwood, Florida
32750**

Article III
Capital Stock

The number of shares the corporation is authorized to issue is **10,000** shares. The stock shall be one class.

Article IV
Preemptive Rights

Each shareholder of this corporation shall have the right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty(30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty days of the receipt of the notice from the corporation.

Article V
Initial Registered Office and Agent

The name and street address of the initial registered agent and office of this corporation is:

COLIN KEOGH
400 COMMERCE WAY, SUITE 124
LONGWOOD, FLORIDA 32750

Article VI
Incorporators

The name and address of the original incorporator is:

COLIN KEOGH
2139 KEWANNEE TRAIL
CASSELBERRY, FLORIDA 32750

Article VII
Officers

The name and address of the initial officer is:

PRESIDENT
COLIN KEOGH
2139 KEWANNEE TRAIL
CASSELBERRY, FL 32707

SECRETARY/TREASURER
JEAN KEOGH
262 ABBOTT AVE
LAKE MARY, FLORIDA 32746

Article VIII
Purpose

The purpose of this corporation is to carry on any business permitted and allowed under the laws of the State of Florida and the United States.

Article IX
Par Value

The par value for the authorized shares is: $1.00

Article X
Personal Liability

The shareholders of the corporation shall not have personal liability for the debts of the corporation. The corporation shall indemnify all Officers and Directors from any liabilities of the corporation not set forth in Florida Law.

Article XI
Effective Date

The effective date of these Articles of Incorporation is MARCH 7, 2001.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24TH day of JANUARY, 2001.

COLIN KEOGH, Incorporator

Date /-24-0/

Having been named a registered agent and to accept 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 agee 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.

COLIN KEOGH
Registered Agent

Date /-24-0/