

Abel A. Putnam

Attorney at Law

Phone: (863) 682-1178

P.O. Box 3545, Lakeland, FL 33802-3545
500 South Florida Avenue, Suite 200, Lakeland, FL 33801

Fax: (863) 683-3700

March 21, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900002911159-7
-03/27/01-01015-023
131.25 **87.50

Re: *Smarteq USA, Inc.*

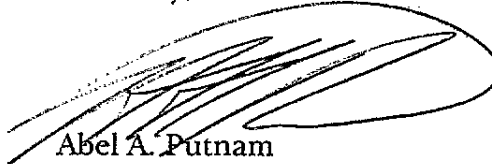
Gentlemen:

Enclosed herewith for filing please find the original and a copy of Articles of Incorporation with the certificate designating resident agent attached. A check in the amount of \$131.25 is also enclosed for filing fees in this regard.

It would be appreciated if you would furnish me with a certified copy of the Articles of Incorporation and your certificate of filing same to my office address given above.

Thank you for your attention and consideration.

Sincerely,



Abel A. Putnam

FILED
01 MAR 26 PM 12: 50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures

S:\Doc\LY\CORPOR\Peterison\SmarteqUSA\SecState.Ltr.wpd

PW 0000 32151

D. WHITE MAR 29 2001

62

FILED

01 MAR 26 PM 12:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
SMARTEQ USA, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

NAME

The name of the corporation is Smarteq USA, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS OF THE CORPORATION

The address of the principal office of the corporation is 500 South Florida Ave., Suite 200, Lakeland, Florida 33801, and its mailing address is P. O. Box 3545, Lakeland, FL 33802-3545.

ARTICLE III

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence effective upon the filing hereof, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of \$0.25 par value common stock, which shares shall be a single class.

ARTICLE VI

PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

ARTICLE VII

BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders, have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
Abel A. Putnam	500 South Florida Ave., Ste 200 P.O. Box 3545 Lakeland, FL 33802-3545

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X
AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI
INCORPORATOR


The name and address of the Incorporator to these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Abel A. Putnam	500 South Florida Ave., Ste 200 P.O. Box 3545 Lakeland, FL 33802-3545

ARTICLE XII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 500 South Florida Ave., Suite 200, Lakeland, Florida 33801, and the name of the initial registered agent of the corporation at that address is Abel A. Putnam.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 21 day of March, 2001.

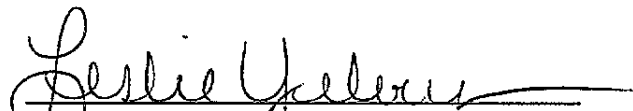

 (SEAL)
 Abel A. Putnam, Incorporator

STATE OF FLORIDA }
 COUNTY OF POLK }

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Abel A. Putnam, [X] who is personally known to me or [] who has produced _____ as identification.

WITNESS my hand and official seal this 21 day of March, 2001, at Lakeland, Florida.

(NOTARIAL SEAL)


 Notary Public
 State of Florida at Large
 My Commission Expires:


 Leslie Yelverton
 Commission # CC 731206
 Expires April 6, 2002
 BONDED THRU
 ATLANTIC BONDING CO., INC.

To: The Department of State
Tallahassee, Florida 32304

FILED

01 MAR 26 PM 12:50

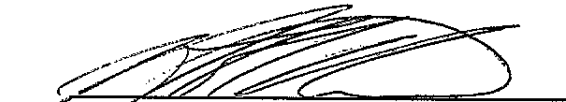
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:


Smarteq USA, Inc., with its place of business at 500 South Florida Ave., Suite 200, Lakeland, Florida 33801, has named Abel A. Putnam, located at 500 South Florida Ave., Suite 200, Lakeland, Florida 33801, as its agent to accept service of process within Florida.

Dated: March 21, 2001.


Abel A. Putnam, Incorporator

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated: March 21, 2001.


Abel A. Putnam
Registered Agent