Division of Corporations

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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

: (850)205-0381 Fax Number

From:

: FILINGS, INC. Account Name Account Number : 072720000101 : (850)385-6735

Fax Number : (964)791-3109

FLORIDA PROFIT CORPORATION OR P.A.

SMITH-KELLEY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION of

Smith-Kelley, Inc.

ARTICLE I, NAME

The name of this corporation is Smith-Kelley, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III. PURPOSE

This corporation is organized for the puspose of transacting any or all lawful business in Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V. PRE-EMPTIVE RIGHTS

Every thatcholder, upon the sale for cash of any new stock of this corporation, 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. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1925 Harrison Street, Hollywood, Florida 33020 and the name of the initial registered agent of this corporation at that address is Kye Smith

ARTICLE VII. INCORPORATORS

The trame and address of the Incorporators signing these articles is: KYE SMITH and DAN KELLHY.

ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

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DIVISION OF CORPORATIONS

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 22 day of Rose.

Incorporative K

Incorporator: DAN KELLEY

STATE OF FLORIDA COUNTY OF BROWARD

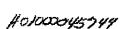
BEFORE MB, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KYE SMITH, President of Smith-Kelley, Inc. and DAN KELLEY, Vice-President of Smith-Kelley, Inc. known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this

NOTARY PUBLIC, State of Florida at Large

My commission expires:

Shirten St Baker A My Commission CC416180 Expires March 7 2002



CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN PLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that Smith-Kelley, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1925 Harrison Street, Hollywood, Florida 33020, has of process within Florida.

Dated: 25 APR ZCXXI

KYE SMITH, Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.

KYE SMITH, Resident Agent

SECRETARY OF STATE OF STATE OF CORPORATIONS