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WILLIAM W. CARPENTER, P.A.

1416 EAST ROBINSON ST. • ORLANDO, FL 32801 • (407) 898-4100 • FAX: (407) 898-8860

April 28, 2001

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

Subject: GETSMARTBOOKS.COM, INC..
a corporation for profit

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-05/04/01--01017--012
*****87.50 *****87.50

Gentlemen:

Enclosed is an original and two copies of the Article of Incorporation and a check for:

\$87.50 Filing Fee & Certified Copy, *CERTIFICATE OF STATUS*

from William W. Carpenter, Esq. 1416 East Robinson St. Orlando, FL 32801, (407) 898-4100. Please register the above named corporation for profit and send me a certified copy of the articles in the self-addressed stamped envelope which I have enclosed.

Sincerely,



William W. Carpenter, Esq.
Attorney at Law

FILED
2001 MAY -4 AM 8:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

✓
5/9/01

ARTICLES OF INCORPORATION

OF

GETSMARTBOOKS.COM, INC.

FILED
2001 MAY -4 AM 8:58

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLE I - NAME

The name of this corporation is: **GETSMARTBOOKS.COM, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2038 Brandon Crossing Circle
Apt. 101
Brandon, FL 33511

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is: All lawful business this corporation is allowed to conduct pursuant to the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "common stock".

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 and the name of the initial registered agent of this

corporation at that address is:

Christian Beiter
2038 Brandon Crossing Circle
Apt. 101
Brandon, FL 33511

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Christian Beiter
2038 Brandon Crossing Circle
Apt. 101
Brandon, FL 33511

ARTICLE VIII - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XI - INDEMNIFICATION


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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any

provisions contained in these Article of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

The undersigned incorporator has executed these Article of Incorporation this 28 day of April, 2001.


Christian Beiter - Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

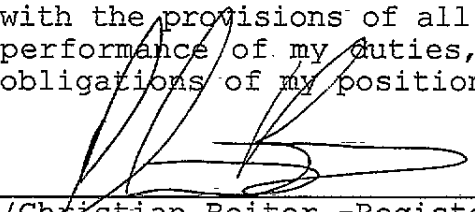
PURSUANT TO THE PROVISIONS OF SECTION 607/0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: GETSMARTBOOKS.COM, INC.
2. The name and address of the registered agent is:

Christian Beiter
2038 Brandon Crossing Circle
Apt. 101
Brandon, FL 33511

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Having been named as registered agent and to accept service of 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 agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Christian Beiter -Registered Agent)

4-28-01
(Date)