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AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 70.00

FILED
01 JUN - 1 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 29, 2001

ORDER TIME : 12:37 PM

ORDER NO. : 166683-001

CUSTOMER NO: 7273516

CUSTOMER: Ms. Christy S. Chmielewski
Ms. Christy S. Chmielewski

100 N. Caroline St.

Crystal Lake, IL 60014

RECEIVED
01 JUN - 1 PM 3:10
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: SMARTCHAMELEON, INC.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

JR
6/1

ARTICLES OF INCORPORATION
OF
SMARTCHAMELEON, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SMARTCHAMELEON, INC.

The address of the principal office of this corporation shall be 3455 Countryside Boulevard, Building 11, Apartment 82, Clearwater, Florida 33761, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Ayda Bilgutay	3455 Countryside Boulevard, Building 11,
Dir.	Apartment 82,
	Clearwater, Florida 33761

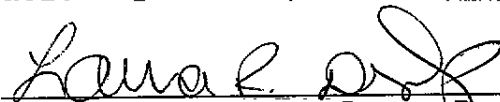
Christy Chmielewski	100 North Caroline Street,
Dir.	Crystal Lake, Illinois 60014

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

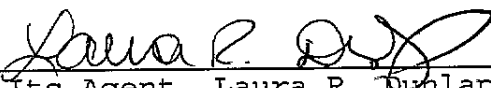
The undersigned incorporator has executed these Articles of Incorporation on June 1, 2001.



Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

jkg

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