

LAW OFFICE OF
DUSTY L. TWYMAN

June 26, 2001

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122.50 **78.75

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

Re: *SmartMarketing & Media, Inc.*

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of SmartMarketing & Media, Inc. Also enclosed is this firm's check in the amount of \$122.50 to cover the cost of filing same.

Please feel free to contact me should you have any questions.

Sincerely yours,

Cynthia A. Gerber-Bradfield

Cynthia A. Gerber-Bradfield
Legal Assistant to
Dusty L. Twyman, Esq.
:cagb
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
SmartMarketing & Media, Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is **SmartMarketing & Media, Inc.**

ARTICLE II

The existence of the corporation shall begin as of the effective date of the filing of these Articles. The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

- (1) To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
- (2) To transact any other lawful business for which corporation may be incorporated under the Florida General Corporation Act.
- (3) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The initial street address of the principal office of the corporation in the State of Florida will be **2167 Lake Debra Drive, #722, Orlando, Florida 32835**. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE V

- (1) The maximum number of shares this corporation is authorized to issue is 7,500, par value \$1.00 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares

shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

- (2) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the person who is to serve as the sole member of the initial Board of Directors is:

Name

Address

JANICE C. RANDALL

**2167 Lake Debra Drive, #722
Orlando, Florida 32835**

ARTICLE VII

The initial street address of the corporation's registered office is **12200 West Colonial Drive, Suite 302, Winter Garden, Florida 34787**. The initial registered agent for the corporation at that address is **Dusty L. Twyman, Esq.**

ARTICLE VIII

The name and street address of the incorporator of these articles of incorporation is

Name

Address

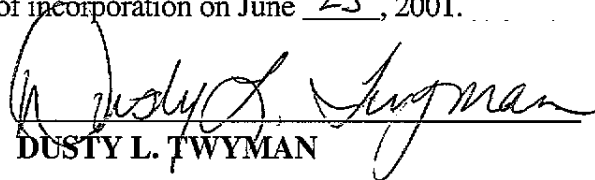
DUSTY L. TWYMAN

**12200 W. Colonial Drive
Suite 302
Winter Garden, Florida 34787**

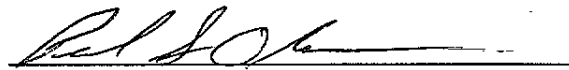
ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

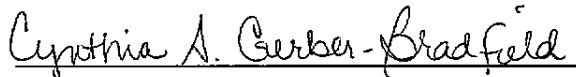
The undersigned has executed these articles of incorporation on June 25, 2001.


DUSTY L. TWYMAN

WITNESSES:



Paul S. Olesen



Cynthia A. Gerber-Bradfield

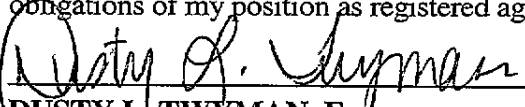
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

UNDER THE PROVISIONS OF F.S. 607.0501, 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: **SmartMarketing & Media, Inc.**
2. The name and address of the registered agent and office is:

Dusty L. Twyman, Esq.
12200 W. Colonial Drive
Suite 302
Winter Garden, Florida 34787

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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 the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DUSTY L. TWYMAN, Esq.

June 25, 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA