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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0331

From: Account Name : ACKERMAN, LINK & SARTORY, P.A.
Account Number : 110435002274
Phone : (561) 838-4100
Fax Number : (561) 838-5305

FLORIDA PROFIT CORPORATION OR P.A.

SMG ADVISORY SERVICES, INC.

Certificate of Status		1
Certified Copy		1
Page Count		04
Estimated Charge		\$87.50

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ARTICLES OF INCORPORATION
OF
SMG ADVISORY SERVICES, INC.

ARTICLE I
NAME

The name of the corporation is SMG Advisory Services, Inc..

ARTICLE II
DURATION

The corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

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

ARTICLE IV
ADDRESS

The principal place of business and street address of the corporation shall be:

1713 Grantham Drive
Wellington, FL 33414

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of \$1.00 par value per share common stock.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1713 Grantham Drive, Wellington, Florida 33414 and the name of the initial registered agent of the corporation at that address is Suzanne M. Gunther.

Myra Gendel
FL Bar Number: 375391
Ackerman, Link & Sartory, P.A.
222 Lakeview Avenue, Suite 1250
West Palm Beach, Florida 33401
Tel: (561) 838-4100

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ARTICLE VII
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation are:

Suzanne M. Gunther
1713 Grantham Drive
Wellington, Florida 33414

ARTICLE VIII
POWERS

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

The 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 shareholder(s) is subject to this reservation.

ARTICLE X
BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI
INDEMNIFICATION

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

THESE ARTICLES OF INCORPORATION have been executed on February 22, 2002.


SUZANNE M. GUNTHER

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

SMG Advisory Services, Inc., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as 1713 Grantham Drive, Wellington, Florida 33414 has named Suzanne M. Gunther as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open such office.

DATED: 2/22/02


SUZANNE M. GUNTHER

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