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Florida Department of State

Division of Corporations

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To:
     Division of Corporations
     Fax Number      : (850)205-0381

From:
     Account Name    : FAS-T CORP. AGENTS, INC.
     Account Number  : 071001002335
     Phone           : (305)599-0839
     Fax Number      : (305)716-0346
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FLORIDA PROFIT CORPORATION OR P.A.

SMG GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	$78.75

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ARTICLES OF INCORPORATION

OF

SMG GROUP INC.

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

SMG GROUP INC.

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

14780 SW 136TH STREET
MIAMI, FL. 33196

ARTICLE II NATURE OF THE BUSINESS

This corporation may engage in or transact 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 aggregate number of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 shares of Common Stock, each have $ 1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address (es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is (are):

NAME	POSITION	ADDRESS
Michael E. Santana	PRES	15522 SW 115th St. Miami, FL 33196
Gonzalo D. Santana	V.Pres.	15456 SW 171st St. Miami, FL 33187

Prepared by: Professional Business Advisors, Inc
11401 SW 40th St., Ste. 201
Miami, FL 33165
305-227-0757

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ARTICLE VI

The name (s) and street address (es) of the incorporator (s) to these articles of incorporation is (are):

NAME	POSITION	ADDRESS
Michael E. Santana	Pres	15522 SW 115th St. Miami, FL 33196
Gonzalo O. Santana	V.Pres.	15456 SW 171st St. Miami, FL 33187

In witness whereof, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 1st day of March 2002.

Signature(s) of Incorporator(s)

Prepared by: Professional Business Advisors, Inc
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Miami, FL 33165
305-227-0757

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is SMG GROUP INC.

2. The name and the address of the registered agent and officer is:

Michael E. Santana
15522 SW 115th St.
Miami, FL 33196

SIGNATURE ______________________
(Corporate Officer)

TITLE Vice President

DATE 3-1-2002

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 STATUTTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE ______________________
(Registered Agent)

DATE 3/1/2002

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