

P02000028942

Law Office of
MICHELLE G. TRCA, P.A.
The International Building
2455 East Sunrise Boulevard, Suite 905
Ft. Lauderdale, Florida 33304

Telephone: (954) 564.6616
Facsimile: (954) 561.0997
Email: michelletrca@earthlink.net

ATTORNEY AT LAW
LICENSED MORTGAGE BROKER
CERTIFIED PUBLIC ACCOUNTANT (MARYLAND)

March 6, 2002

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

700005072827--1
-03/08/02--01039--027
****122.50 *****78.75

Re: *Smiley 451, Inc.*

Ladies and Gentlemen:

Enclosed are two executed originals of the Articles of Incorporation for the above-referenced corporation, together with a check payable to the Florida Secretary of State in the amount of \$122.50 as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
Total	\$ 122.50 =====

FILED
02 MAR -8 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return a certified copy to my attention in the enclosed prepaid envelope. If you have any questions or comments, please give me a call.

Very truly yours,



Michelle G. Trca, Esquire

MGT/ddc
Enclosures

gy3/18

**ARTICLES OF INCORPORATION
OF
SMILEY 451, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the corporation (the "Corporation") is:

SMILEY 451, INC.

Article II - Effective Date

The effective date of these Articles of Incorporation is the date these articles are filed with the Florida Secretary of State.

Article III - Term

The Corporation shall have perpetual existence unless dissolved pursuant to law.

Article IV - Purpose

The general nature of the services to be rendered by the Corporation shall be all business allowed by law for profit corporations.

Article V - Capital Stock

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, par value \$1.00 per share.

Article VI - Address

The initial street address of the principal office of the Corporation in the State of Florida is 2748 Oak Tree Lane, Oakland Park, Florida 33309. The Board of Directors of the Corporation may

FILED
02 MAR -8 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

from time to time move its principal office in the State of Florida to any other place in this State.

Article VII - Directors

The Corporation shall have four (4) Directors initially. The number of Directors of the Corporation may be either increased or decreased from time to time pursuant to the Bylaws, but shall never be less than four (4).

Article VIII - Initial Directors

The name and street address of the initial Directors of the Corporation who shall hold office until his or her successor is elected or appointed and shall have qualified is:

Warren G. Smiley, Jr.
2748 Oak Tree Lane
Oakland Park, Florida 33309

Kimberly Smiley
11301 N.W. 27th Avenue
Plantation, Florida 33323

Warren G. Smiley, III
11301 N.W. 27th Avenue
Plantation, Florida 33323

Mark A. Smiley
1820 NW. 42nd Street
Oakland Park, Florida 33311

Article IX - Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

Warren G. Smiley, Jr.
2748 Oak Tree Lane
Oakland Park, Florida 33309

Article X - Other Provisions

1. The shareholders may, pursuant to the Bylaws or by shareholders' agreement, record in the

minute book and impose such restrictions on the sale, transfer or encumbrances of the stock of the Corporation as they deem fit.

2. The Board of Directors of the Corporation shall adopt Bylaws for the government of the Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the shareholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaws adopted by the shareholders.
3. Any subscriber or shareholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he/she shall make objection at that meeting to any defect or insufficiency of notice.
4. If the Bylaws so provide, any action of the shareholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and the laws of the State of Florida.
5. If the Bylaws so provide, any shareholder of the Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of the Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of the Corporation. No such agreement shall impose Directors' or officers' liabilities upon the shareholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.
6. The Board of Directors of the Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.
7. The Corporation shall indemnify any Director, officer, employee or agent or former Director, officer, employee or agent of the Corporation, or any person who may have served at the Corporation's request as a Director, officer, employee or agent of another corporation, partnership, joint venture, limited liability company or other enterprise in which the Corporation owns shares of capital stock or other interests, or of which the Corporation is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Director, officer, employee or agent, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The extent, amount and eligibility for the indemnification shall be made by the Board of Directors. Determination will be made by a majority of a committee composed of the Directors not involved in the matter of controversy

(when the Corporation has more than one Director and whether or not a quorum; when the Corporation has one Director, that Director alone may find for indemnification). The Corporation may also reimburse any Director, officer, employee or agent the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter of controversy (when the Corporation has more than one Director and whether or not a quorum; when the Corporation has one Director, that Director alone may find for reimbursement) that it was in the interests of the Corporation that such settlement be made and that such Director, officer, employee or agent was not guilty of negligence or misconduct. Such indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, employee or agent may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

Article XI - Preemptive Rights

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into, or carrying the right to subscribe to or acquire such shares, which may be issued at any time by the Corporation.

Article XII - Registered Office

The Registered Agent and Registered Office of the Corporation shall be 2748 Oak Tree Lane Oakland Park, Florida 33309.

Article XIII - Amendment

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

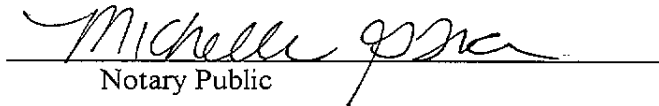
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of March, 2002.


Warren G. Smiley, Jr.

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Warren G. Smiley, Jr. who is personally known to me or who produced his Florida driver's license as identification, and he swore before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of March, 2002..



Notary Public

My Commission Expires:



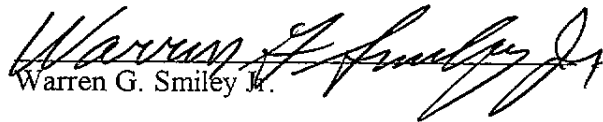
Michelle G. Trca
Commission # CC 924836
Expires April 18, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

That **SMILEY 451, INC.**, a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Oakland Park, County of Broward, State of Florida, has named **Warren G. Smiley, Jr.** as Registered Agent, who may be served at the registered office of the Corporation at 2748 Oak Tree Lane, Oakland Park, Florida 33309, Broward County, Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for **SMILEY 451, INC.**, 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, Florida Statutes and all statutes of Florida relative to the performance of my duties as Registered Agent.

Dated this 1st day of March, 2002.


Warren G. Smiley Jr.