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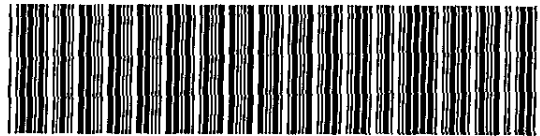
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WCC

KIMBROUGH & KOACH, LLP

Attorneys at Law

1530 CROSS STREET

SARASOTA, FLORIDA 34236-7015

ROBERT A. KIMBROUGH
KRAIG H. KOACH

TELEPHONE
(941) 951-1234

FAX
(941) 952-1530

E-MAIL
RAK@KIMBROUGHKOACH.COM
KKH@KIMBROUGHKOACH.COM

November 1, 2002

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Smooth Beat Corporation

Ladies and Gentlemen:

Please accept for filing as a Florida corporation the enclosed Articles of Incorporation of Smooth Beat Corporation.

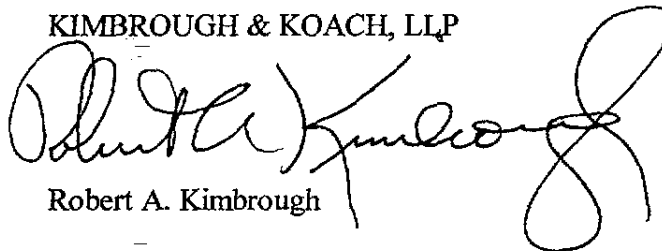
My check in the amount of \$78.75 is enclosed herewith representing \$35.00 filing fee, \$8.75 certified copy of Articles of Incorporation and \$35.00 for designation of resident agent.

We request preparation and transmittal to me of a certified copy of the Articles of Incorporation and Certificate of Incorporation.

Thank you for your assistance.

Sincerely,

KIMBROUGH & KOACH, LLP

A large, stylized handwritten signature in black ink, appearing to read 'Robert A. Kimbrough', is written over the printed name and firm name.

Robert A. Kimbrough

RAK/cp
Enclosures

ARTICLES OF INCORPORATION
OF
SMOOTH BEAT CORPORATION

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The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: SMOOTH BEAT CORPORATION.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: To engage in any and every lawful activity, aspect and phase of the business of purchasing, owning, leasing and selling investment real property, and to carry on, engage in and conduct any business or businesses or do any act or acts which a natural person or persons might do, and which are necessary, convenient or expedient to accomplish the purposes for which this corporation is formed and such as are not repugnant to law; and to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest, trade in, deal in with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

The foregoing statements shall be construed as powers, as well as purposes, and, in addition, the corporation shall have such powers as are now or hereafter will be granted to general private corporations under the laws of this state and any other state or territory of the United States in which it may qualify to do business.

ARTICLE THREE. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The shareholders of the

corporation may include in agreements among themselves the following as valid matters of agreement.

1. Any limitation upon the transferability or assignment of the stock;
2. The conferring of pre-emptive rights of purchase upon stockholders of the corporation as conditions precedent to the sale or transfer of any issued stock.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is greater than Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

ARTICLE VI. PRINCIPAL OFFICE

The address of the principal office, the mailing address of the corporation and the street address of the initial registered office of the corporation is 1110 Spring Brook Farm Road, Sarasota, FL 34240 and the name of its initial registered agent at such address is DELORIS M. DEVLIN. In addition, the corporation may establish branch offices at other locations either within or out of this state.

ARTICLE VII. DIRECTORS

This corporation shall not have directors initially and shall not have directors until such future time, as the stockholders shall by proper resolution create a Board of Directors of not less than three or more than seven members.

ARTICLE VIII. SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation are:

NAME

ROBERT L. DEVLIN

ADDRESS

1110 Spring Brook Farm Road
Sarasota, Florida 34240

DELORIS M. DEVLIN

1110 Spring Brook Farm Road
Sarasota, Florida 34240

ARTICLE IX. MANAGEMENT OF CORPORATION

The business of the corporation shall be managed by the stockholders of the corporation unless and until a Board of Directors is formed as provided pursuant to law.

If this corporation enters into contracts or transacts business with one or more of its officers, or with any firm of which one or more of its officers are members, or with any other corporation or association of which one or more of its officers are shareholders or officers, such contract or transaction shall not be invalidated or in any way affected by the fact that such officer or officers have or may have interests therein which are or might be adverse to the interests of this corporation, provided such contract or transaction is entered into in good faith and in the usual course of business.

ARTICLE X. CAPITAL STRUCTURE

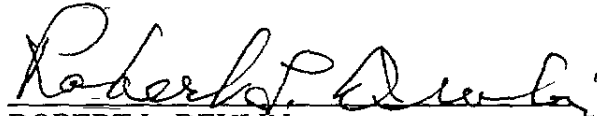
The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) stockholders.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by stockholders owning not less than two-thirds ($2/3^{\text{rds}}$) of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. BY-LAWS

By-Laws of the corporation may be adopted or amended by approval of stockholders owning two-thirds (2/3rds) of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that certain By-Laws or amendments thereto be made.


ROBERT L. DEVLIN


DELORIS M. DEVLIN

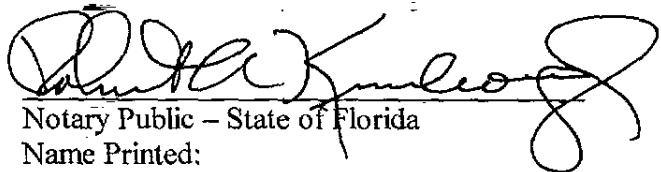
STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the county and state named above to take acknowledgments, personally appeared ROBERT L. DEVLIN and DELORIS M. DEVLIN, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state named this 12th day of November 2002.



Robert A. Kimbrough
MY COMMISSION # DD001606 EXPIRES
March 18, 2005
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public - State of Florida
Name Printed:

My Commission Expires:

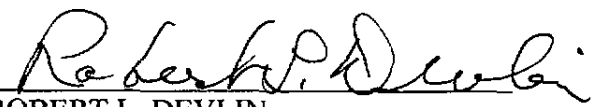
Personally Known yes OR Produced Identification _____
Type of Identification Produced _____

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

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

FIRST: That SMOOTH BEAT CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 1110 Spring Brook Farm Road, Sarasota, Florida 34240, has named DELORIS M. DEVLIN located at 1110 Spring Brook Farm Road, Sarasota, Florida 34240, Sarasota, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

SMOOTH BEAT CORPORATION

By: 

ROBERT L. DEVLIN

ACKNOWLEDGMENT: Having been named 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 said act relative to keeping open said office.


DELORIS M. DEVLIN, Resident Agent

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