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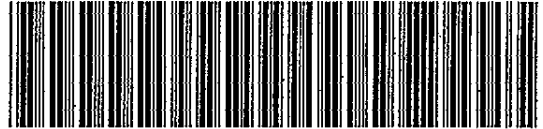
(Business Entity Name)

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FILED
03 APR 28 AM 10:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PALMER ACCOUNTING & BOOKKEEPING SERVICE, INC.

P.O. BOX 60302

FT. MYERS, FL 33906

239-277-3158

APRIL 24, 2003

Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sirs:

Enclosed please find the original plus one copy of the Articles of Incorporation for SM3, Inc., along with a check for \$122.50 for the incorporate fee.


It would be appreciated if you will forward the certified copy after filing to the following address:

Palmer Accounting & Bookkeeping Service, Inc.
P.O. Box 60302
Ft. Myers, FL 33906

If you have any questions, or if the name is not available, you can call me at 239-277-3158.

Thank-you for your assistance.

Sincerely,



Debra Palmer

enclosures

ARTICLES OF INCORPORATION
OF
SM3, INC.

FILED
03 APR 28 AM 10:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I - NAME AND ADDRESS

The name of the corporation shall be SM3, Inc. The corporation's principal office and mailing address is:
281-2 Lenell Rd., Ft. Myers Beach, FL 33931.

ARTICLE II - DURATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The corporation may engage in activity or business permitted under the laws of the State of Florida.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	1.00

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation at a just value fixed by the Board of Directors. Consideration for the stock shall not be less than par value and shares may not be issued until fully paid.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 281-2 Lenell Rd., Ft. Myers Beach, FL 33931

The name of the initial registered agent at that address is Simaen Skolfield.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial director of this corporation is:

Simaen Skolfield

281-2 Lenell Rd.

Ft. Myers Beach, FL 33931

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is:

Simaen Skolfield, 281-2 Lenell Rd., Ft. Myers Beach, FL 33931.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as he/she already holds, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify its present or former officers or directors to the fullest extent permitted by law either now or hereafter.

ARTICLE X - BYLAWS

The bylaws may be altered, amended, repealed or added to by the vote of two-thirds of the Board of Directors or by a vote of a majority of the Shareholders either at a regular meeting or a special meeting called for that purpose. Any bylaws altered, amended, repealed or added by the Board of Directors may be amended, altered or replaced by the Shareholders at any duly convened meeting thereof.

ARTICLE XI - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE XII - AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS THEREOF, the undersigned, as incorporator, hereby
executes these Articles of Incorporation this 24th day of
April, 2003.

X [Signature]

Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered
Agent of SM3, Inc.

Dated this 24th day of April, 2003.

X [Signature]

Registered Agent.

STATE OF FLORIDA)

COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared
SIMPEN SKOLHED, to me well known and known to
me to be the person described in and who executed the foregoing
instrument, and acknowledged to and before me that the instrument
was executed for the purposes therein expressed.

WITNESS my hand and official seal this 24TH day of
APRIL, 2003.



Mark List
Commission #DD171402
Expires: Dec 12, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

[Signature]
Notary Public
State of Florida at Large
My commission expires:

03 APR 28 AM 10:32
FILED
TALLAHASSEE FLORIDA
SECRETARY OF STATE