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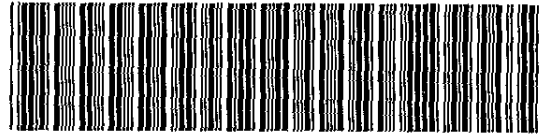
(Business Entity Name)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 JUL 16 AM 11:55

**BILL SMITH DISTRIBUTORS INC
1815 SOUTH PARK AVENUE #A-6
TITUSVILLE, FLORIDA 32780**

JULY 11, 2003

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

SUBJECT: BILL SMITH DISTRIBUTORS INC

DEAR SIR:

ENCLOSED PLEASE FIND THE FOLLOWING

1. THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE SUBJECT CORPORATION. PLEASE CERTIFY ONE COPY AND RETURN IT TO THE REGISTERED AGENT.
2. OUR CHECK IN THE AMOUNT OF \$87.50 TO COVER THE FILING FEE.
3. DESIGNATION OF REGISTERED AGENT.

KINDLY ACKNOWLEDGE FILING OF THESE ARTICLES OF INCORPORATION, IN COMPLIANCE WITH FLORIDA LAW AND RETURN THE CERTIFIED COPY OF THE ARTICLES OF INCORPORATION TO THE UNDERSIGNED.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

SINCERELY,

BILL SMITH DISTRIBUTORS INC


WILLIAM E SMITH

ARTICLES OF INCORPORATION OF

BILL SMITH DISTRIBUTORS INC

THE UNDERSIGNED INCORPATORS, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPATION.

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ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE:
BILL SMITH DISTRIBUTORS INC

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED AT ¹⁸⁵⁰~~4815~~
SOUTH PARK AVENUE #A-6, TITUSVILLE, FLORIDA 32780, AND THE
MAILING ADDRESS OF THE CORPORATION IS THE SAME.

ARTICLE III. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF
TRANSACTIONING ANY OR ALL LAWFUL BUSINESS.

ARTICLE IV. SHARES

THIS CORPORATION IS AUTHORIZED TO ISSUUE 10000 SHARES OF
\$10,000.00 PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED
"COMMON SHARES"

ARTICLE V. INITIAL OFFICERS/ DIRECTORS

THIS CORPORATION SHALL HAVE TWO INITIAL OFFICERS AND TWO
BOARD OF DIRECTOR MEMBERS. THE NUMBER OF DIRECTORS MAY BE
EITHER INCREASED OF DIMINISHED FROM TIME TO TIME BY THE
BYLAWS BUT NEVER SHALL BE LESS THAN ONE.
THE NAME AND ADDRESS OF THE INITIAL OFFICERS ARE:

WILLIAM E SMITH
6516 LENORE DRIVE
TAMPA, FLORIDA 33634-7330

SIGRID P SMITH
6516 LENORE DRIVE
TAMPA, FLORIDA 33634-7330

THE NAMES AND ADDRESS OF THE DIRECTORS ARE:

WILLIAM E SMITH	SIGRID P SMITH
6516 LENORE DRIVE	6516 LENORE DRIVE
TAMPA, FLORIDA 33634-7330	TAMPA, FLORIDA 33634-7330

ARTICLE VI. REGISTERED AGENT

THE NAME AND FLORIDA STREET ADDRESS OF THE REGISTERED AGENT IS: LOUIS VENUTI
400 ORANGE STREET
TITUSVILLE, FL 32796

ARTICLES VII. INCORPORATOR

THIS CORPORATION SHALL HAVE TWO INCORPORATORS.
THE NAMES AND ADDRESS OF THE INCORPORATORS OF THIS CORPORATION ARE:

WILLIAM E SMITH	SIGRID P SMITH
6516 LENORE DRIVE	6516 LENORE DRIVE
TAMPA, FLORIDA 33634-7330	TAMPA, FLORIDA 33634-7330

ARTICLE VIII. AMENDMENTS

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS.

THE UNDERSIGNED INCORPORATOR HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 11TH DAY OF JULY 2003.


WILLIAM E SMITH


SIGRID P SMITH

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS 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 OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:
BILL SMITH DISTRIBUTORS INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE
IS:
**LOUIS VENUTI
400 ORANGE STREET
TITUSVILLE, FL 32796**

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 STATUTES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



LOUIS VENUTI
JULY 11, 2003

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