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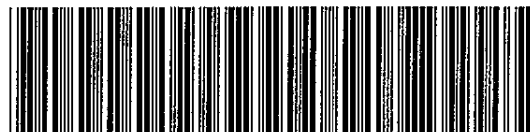
(Business Entity Name)

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2003 JUL 24 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07/30/03

July 22, 2003

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir: _

Re: Smileage, Inc.

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with my check in the amount of \$ 78.75 for filing same.

Thank you for your usual prompt attention to these matters.

Please return letter of acknowledgment to:

Smith Associates
5991 Chester Avenue #213
Jacksonville, FL 32217

Michael A. Vaynman

Enclosures

ARTICLES OF INCORPORATION

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OF

2003 JUL 24 PM 4:16

Smileage, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of the Corporation is: Smileage, Inc.

ARTICLE II

PRINCIPAL ADDRESS 329 East Church Street, Jacksonville, FL 32202
REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office is: 329 East Church Street, Jacksonville, FL 32202 and the name of the initial registered agent is: Michael A. Vaynman

ARTICLE III

DURATION: The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK: The Corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 500 and the par value is \$1.00.

ARTICLE VI

BOARD OF DIRECTORS: The initial board of director(s) shall consist of 1 member(s). The name and mailing address of the person who is to serve as director is: —

Name: Michael A. Vaynman

Address: 329 East Church Street

Jacksonville, FL 32202

ARTICLE VII

INCORPORATOR: The name and address of the incorporator is:

Name: Michael A. Vaynman

Address: 329 East Church Street
Jacksonville, FL 32202

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the 22nd day of July, 2003

Michael A. Vaynman
Incorporator (Signature)

State of Florida
County of Duval

Before me, the undersigned authority, personally appeared Michael A. Vaynman who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Jacksonville in said County and State this 22nd day of July, 2003

Jayne H. Smith
Notary Public
STATE OF FLORIDA

My commission expires: _____



JAYNE H. SMITH
MY COMMISSION # DD 117598
EXPIRES: May 14, 2006
Bonded Thru Budget Notary Services

APPOINTMENT OF REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

First - That Smileage, Inc.
desiring to organize or qualify under the laws of the State
of Florida, with its principal place of business at city of
Jacksonville, State of Florida
has named Michael A. Vaynman, located at
329 East Church Street, Jacksonville, FL 32202,
city of Jacksonville, state of Florida, as its
agent to accept service of process within Florida.

Signature Michael A. Vaynman
(Corporate Officer)

Title President

Date July 22, 2003

Having been named to accept service of process on the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Signature Michael A. Vaynman
(Resident Agent)

Date July 22, 2003

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