

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Smart Fox Holding Co., Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
SMART FOX HOLDING CO., INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: Smart Fox Holding Co., Inc..

ARTICLE II

The street address of the principal office of the Corporation is: 10151 University Blvd, Suite 311, Orlando, FL 32817.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is Five Million (5,000,000), par value \$0.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is: 10151 University Blvd., Suite 311, Orlando, Florida, 32817. The initial registered agent for the Corporation at that address is: John C. Hiller.

ARTICLE V

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporations's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

Name	Address
John C. Hiller	10151 University Blvd., Suite 311 Orlando, FL 32817

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ARTICLE VI

The name and street address of the person signing these articles of incorporation is:

Name

Address

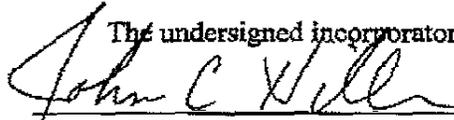
John C. Hiller

10151 University Blvd., Suite 311
Orlando, FL 32817

ARTICLE VII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned incorporator has executed these articles of incorporation.

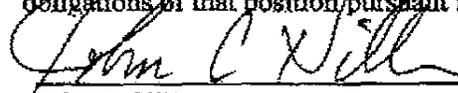


John C. Hiller
Incorporator

12/22/03
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Smart Fox Holding Co., Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



John C. Hiller
Registered Agent

12/22/03
Date

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