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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

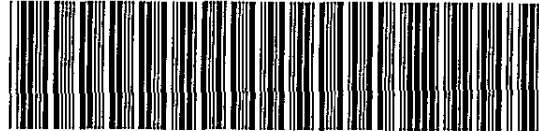
(Document Number)

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Certificates of Status

Special Instructions to Filing Officer:

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12/29/03--01047--003 **78,75

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2004 FEB - 3 P 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Zimmerman & Alzate

Accounting and Financial Consulting Services

Michael J. Zimmerman
Certified Public Accountant

Annette Alzate

December 22, 2003

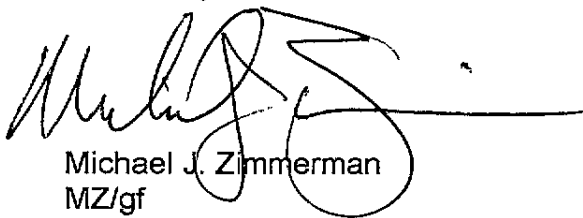
Secretary of State
Tallahassee, Florida 32301

RE: Article of Incorporation
MILTON, INC.

Dear Madam/Sirs:

Enclosed are an original and one copy of the Articles of Incorporation of MILTON, INC., for recording as well as a check in the amount of \$78.75.

Yours truly,

A handwritten signature in black ink, appearing to read 'Michael J. Zimmerman', with a long horizontal line extending to the right.

Michael J. Zimmerman
MZ/gf
Encl.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 14, 2004

MICHAEL J. ZIMMERMAN
13320 SW 128TH ST
MIAMI, FL 33186

SUBJECT: MILTON, INC.
Ref. Number: W04000001912

We have received your document for MILTON, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Donna Graves
Document Specialist
New Filings Section

Letter Number: 004A00002686

ARTICLES OF INCORPORATION
OF
SMART ADVERTISING GROUP, INC.

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2004 FEB -3 P 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby comes to form a corporation under the laws of the State of Florida, Florida Statutes 607.001 et. seq., and the corporation so formed shall be for profit.

ARTICLE I - NAME, OFFICE & MAILING ADDRESS

The name of the corporation shall be: SMART ADVERTISING GROUP, INC., located at 479 NW 27TH Avenue, Miami, Florida 33125.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence at the time of filing these Articles.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be produce and develop video's and movies within and without the United States; as well as any other business now or in the future lawful in the State of Florida or any other jurisdiction where the corporation transacts business. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or instruments to secure the payment of corporate indebtedness.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, Copyrights trademarks and licenses in the State of Florida and in all other jurisdictions, states and countries. To purchase the assets of other corporations and to engage in the business of that

corporation or other business. To guarantee, endorse, purchase, hold, sell, Transfer, mortgage pledge, or otherwise acquire or dispose of the shares of capital stock of, any bonds, securities, or other evidence of indebtedness created by any corporation of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to have outstanding at any one time twenty-five thousand (25,000) shares of stock having a par value of \$.01 (one cent) per share, all of the same class.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The initial principal offices of the corporation shall be 479 NW 27TH Avenue, Miami, Florida 33125.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office upon whom service of process shall be made is: MICHAEL J. ZIMMERMAN, C.P.A. 13320 SW 128th street, Miami, Florida, 33186.

ARTICLE VII - INITIAL DIRECTORS

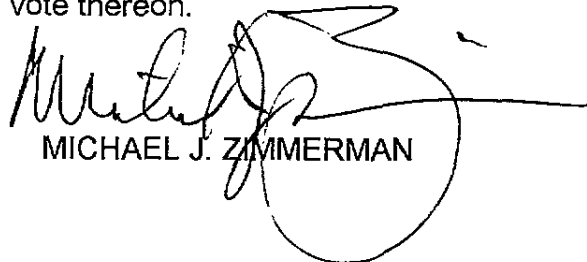
This corporation shall have ONE (1) initial director. The number of directors may be increased from time to time by the bylaws adopted by the stockholders. The name and post office address of the first board of director is; O CAUDRON, 16 West Dilido Drive, Miami Beach, Florida 33139.

ARTICLE VIII - INCORPORATORS

The name and post office address of the incorporator is: MICHAEL J. ZIMMERMAN, 13320 SW 128th Street, Miami, Florida, 33186.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

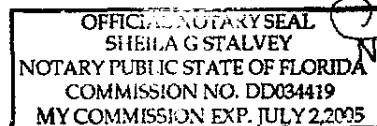

MICHAEL J. ZIMMERMAN

STATE OF FLORIDA)
SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this date, before me, a notary public authorized in the county and state aforesaid to take acknowledgments, personally appeared MICHAEL J. ZIMMERMAN to me known to be the person described as the incorporator (subscriber) in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 27th day of January, 2004.

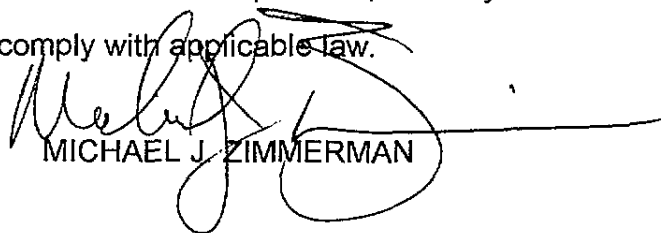
Florida




NOTARY PUBLIC, State of

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity and agree to comply with applicable law.


MICHAEL J. ZIMMERMAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA