

**Electronic Articles of Incorporation
For**

**P04000037072
FILED
February 27, 2004
Sec. Of State**

SMG FUNDING CORP.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
SMG FUNDING CORP.

Article II

The principal place of business address:
1844 NO. NOB HILL RD., #461
PLANTATION, FL. 33322

The mailing address of the corporation is:
1844 NO. NOB HILL RD., #461
PLANTATION, FL. 33322

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
400

Article V

The name and Florida street address of the registered agent is:
SCOTT A FORMAN
201 S. BISCAYNE BLCD.,
C/O LITTLER MENDELSON, 28TH FLOOR
MIAMI, FL. 33130

I certify that I am familiar with and accept the responsibilities of registered agent.

**P04000037072
FILED
February 27, 2004
Sec. Of State**

Registered Agent Signature: SCOTT A. FORMAN

Article VI

The name and address of the incorporator is:

MICHAEL W. FORMAN
1844 NO. NOB HILL RD., #461
PLANTATION, FLORIDA 33322

Incorporator Signature: MICHAEL W. FORMAN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
MICHAEL W FORMAN
1844 NO. NOB HILL RD., #461
PLANTATION, FL. 33322

Title: VP
GUSTAVO MACIAS
9360 SUNSET DRIVE, STE. 270
MIAMI, FL. 33173

Title: VP
SCOTT A FORMAN
201 S. BISCAYNE BLVD., 28TH FLOOR
MIAMI, FL. 33130