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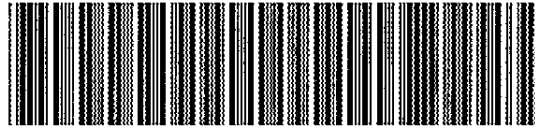
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DATE 3-10-04

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EFFECTIVE DATE

02-28-04

FILED  
04 MAR -3 PM 1:26  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

g/3/10

**CORNETT, GOOGE & ASSOCIATES, P.A.**

JANE L. CORNETT  
HOWARD E. GOOGE\*  
CHRISTOPHER S. STRATTON  
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STUART, FLORIDA 34994

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March 2, 2004

Secretary of State  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

**VIA FEDERAL EXPRESS**

RE: SMF of Westmoreland, Inc.

Dear Madam or Sir:

Enclosed for filing are an original and one copy of the Articles of Incorporation and Certificate of Resident Agent for SMF of Westmoreland, Inc. Also enclosed is this firm's check in the amount of \$78.75, which represents the following:


Certification	\$ 8.75
Registered Agent Fee	\$35.00
Filing Fee	\$35.00

**EFFECTIVE DATE**  
02-29-04

It is requested that, in accordance with Florida Statute 607.167, the commencement date for corporate existence shall be February 27, 2004.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,

  
Michelle Googe, Legal Asst. to  
Howard E. Googe, Jr., Esq.

/mg

Enclosures

**ARTICLES OF INCORPORATION  
OF  
SMF OF WESTMORELAND, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is SMF OF WESTMORELAND, INC.

**ARTICLE II - DURATION**

This corporation shall exist in perpetuity commencing on the date set forth in Article XIII of these Articles.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

**EFFECTIVE DATE**  
02-29-04

This corporation is authorized to issue 100 shares of \$1.00 par value stock. All of said stock may be payable in any manner authorized by law.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares at the price it is offered to the other purchasers.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 1501 SE Decker Avenue, #123, Stuart, Florida, and the name of the initial Registered Agent of this corporation at that address is Howard E. Googe, Jr., Esq.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time according to the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

**NAME**

**ADDRESS**

MICHAEL J. MATAKAETIS

1501 SE Decker Avenue, #123  
Stuart, FL 34994

#### **ARTICLE VIII - INCORPORATORS**

The name and address of the person signing these Articles are:

**NAME**

**ADDRESS**

MICHAEL J. MATAKAETIS

1501 SE Decker Avenue, #123  
Stuart, FL 34994

#### **ARTICLE IX - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### **ARTICLE X - SHAREHOLDER QUORUM AND VOTING**

A majority of the shares entitled to vote, as represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

#### **ARTICLE XI - NO REMOVAL OF DIRECTORS**

The shareholders of this corporation shall not be entitled to remove any Director without cause from office during his term.

**ARTICLE XII - INDEMNIFICATION**

This corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

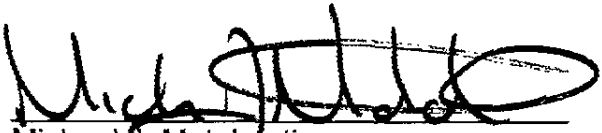
**ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE**

The commencement date of this corporation shall be February 29, 2004.

**ARTICLE XIV - AMENDMENT**

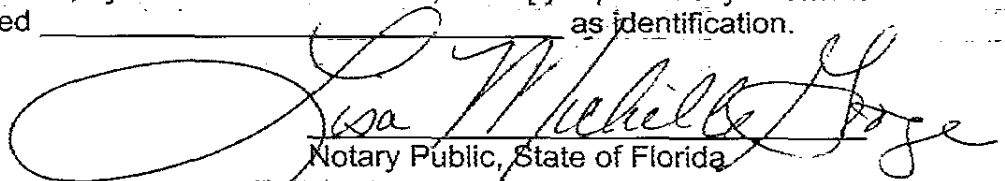
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation. Any such amendment shall require the concurrence of two-thirds (2/3) of the shares entitled to vote.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27<sup>th</sup> day of Feb., 2004.

  
Michael J. Matakaetis

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of Feb., 2004, by Michael J. Matakaetis, who ☒ is personally known to me or who ☐ has produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT FOR SERVICE OF PROCESS**

for

**SMF OF WESTMORELAND, INC.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted  
compliance with said Act;

That SMF OF WESTMORELAND, INC., desiring to organize under the laws of the  
State of Florida with its principal office as indicated in the Articles of Incorporation at the  
City of Stuart, County of Martin, State of Florida, has appointed Howard E. Googe, Jr.,  
Esquire, 401 East Osceola Street, Stuart, Florida 34994, as its agent to accept service of  
process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation,  
at the place designated in this certificate, I hereby accept to act in this capacity, and agree  
to comply with the provisions of said Act relative to keeping open said office.

DATED

Feb 27, 2004



HOWARD E. GOOGE, JR., ESQ.

FILED  
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CLERK OF COURT  
TALLAHASSEE, FLORIDA