

Division of Corporations

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SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

Michael B. Smith, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
Of
Michael B. Smith, Inc.**

These Articles of Incorporation are executed by the undersigned in order to form a corporation for the purposes and with the powers hereinafter mentioned, under the laws of the State of Florida for the formation of corporations for profit.

I

The name of the corporation shall be: Michael B. Smith, Inc.

II

This corporation is organized for the purpose of engaging in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes, and may do and perform any and all acts and deeds lawful to be done and performed by corporations under said law.

III

The corporation shall have all rights, powers and privileges presently or hereafter granted to or conferred upon corporations by and under the general corporation laws of the State of Florida.

IV

The corporation is authorized to issue ONE HUNDRED (100) shares of stock. Each share shall have a par value of TEN and NO/100 (\$10.00) DOLLARS and all of said shares shall be common stock. Said shares may be issued pursuant to such plan as may be adopted by the Board of Directors of the corporation to qualify the shares as Internal Revenue Code Section 1244 shares.

V

The corporation shall have perpetual existence.

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VI

The principal office and mailing address of the corporation shall be:

2889 McFarlane Road
No. 2001
Coconut Grove, Florida 33133

VII

The initial registered office of the corporation shall be located at 1 S.E. 3rd Avenue, Suite 3050, Miami, Florida 33131 and Joseph B. Reisman shall be the registered agent of the corporation.

VIII

The name and address of the incorporator of the corporation and subscriber to these Articles of Incorporation is:

Joseph B. Reisman
1 S.E. 3rd Avenue
Suite 3050
Miami, Florida 33131

IX

The number of Directors of the corporation shall be no less than one (1), the exact number to be determined by the By-Laws or by special vote of the stockholders.

X

The name and address of the member of the Board of Directors are:

Michael B. Smith
2889 McFarlane Road
No. 2001
Coconut Grove, Florida 33133

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Subject to the laws of the State of Florida, the above named member of the Board of Directors shall hold office until his successor is elected and has qualified.

XI

The officers of the corporation, who shall be elected by the Board of Directors, shall consist of a President, Vice President, Secretary and Treasurer, with as many Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers or other officers as may be described in the By-Laws of the corporation or appointed by the Board of Directors. The same person may simultaneously hold more than one office.

XII

The initial offices and officers of the corporation shall be the following:

President	-	Michael B. Smith
Secretary	-	Joseph B. Reisman
Treasurer	-	Michael B. Smith

XIII

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, imposed upon or reasonably incurred by him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses and liabilities are imposed or incurred, except in such cases in which the director or officer seeking indemnification is adjudged guilty of willful misconduct or gross negligence. If any claim for reimbursement or indemnification hereunder is based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification hereunder shall apply only if the Board of Directors approves such settlement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other right to which such director or officer may be entitled.

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XIV

The commencement date of the existence of this corporation shall be the date of subscription of this Certificate of Incorporation if such date is within five business days prior to the date of filing of these Articles of Incorporation in the office of the Secretary of State of Florida, otherwise the commencement date shall be the date of such filing.

IN WITNESS WHEREOF, these Articles of Incorporation have been subscribed in duplicate by the undersigned this 21st day of April, 2004.

 (SEAL)
JOSEPH B. REISMAN

The undersigned hereby accepts appointment as the Registered Agent of Michael B. Smith, Inc..

 (SEAL)
JOSEPH B. REISMAN

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