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**STAGK FERNANDEZ  
ANDERSON & HARRIS**  
*professional association*

Robert Harris  
RHarris@stackfernandez.com

Suite 950  
1200 Brickell Avenue  
Miami, Florida 33131-3255  
Telephone: 305.371.0001  
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Wednesday, May 19, 2004

**VIA FEDEX**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32314

**Re: SM Licensing Corporation  
SFAH File No. 0543.0005**

Dear Sir/Madame:

Enclosed are an original and one copy of the Articles of Incorporation and Registered Agent Designation and Acceptance Form for the above-referenced corporation. Also enclosed is my law firm's check number 2563 in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Registered Agent's Designation	35.00
Certified Copy	<u>8.75</u>
<b>TOTAL</b>	<b>\$ 78.75</b>

I have also enclosed a self-addressed, stamped envelope for your use in forwarding to me the certified copy of the Articles of Incorporation.

Thank you for your cooperation in this matter. If you have any questions, please do not hesitate to call me.

Very truly yours,



Robert Harris

Enclosures

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**ARTICLES OF INCORPORATION**  
**OF**  
**SM LICENSING CORPORATION**

In compliance with the requirements of Florida Statutes chapter 607, the undersigned hereby executes, acknowledges and files the following Articles of Incorporation for the purposes of organizing a business corporation under the laws of the State of Florida.

**ARTICLE I (CORPORATE NAME)**

The name of the corporation ("Corporation") shall be SM LICENSING CORPORATION.

**ARTICLE II (PRINCIPAL OFFICE)**

The street address of the principal office of the Corporation is 12254 S.W. 131<sup>st</sup> Avenue, Miami, Florida 33186. The Board of Directors from time to time may move the principal office to any other address in the State of Florida.

**ARTICLE III (CAPITAL STOCK)**

The maximum number of shares which the Corporation is authorized to issue is one hundred (100) shares having a par value of one dollar (\$1.00) per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE IV (INITIAL REGISTERED OFFICE AND AGENT)**

The initial street address of the Corporation's registered office is Stack Fernandez Anderson & Harris, P.A., Suite 950, 1200 Brickell Avenue, Miami, Florida 33131. The

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initial registered agent is Robert Harris, Esq. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

#### **ARTICLE V (BOARD OF DIRECTORS)**

The initial Board of Directors of the Corporation shall consist of one member. The name and address of the individual who will serve on the initial board is Dr. Sanford Siegal, 12254 S.W. 131<sup>st</sup> Avenue, Miami, Florida 33186. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one.

#### **ARTICLE VI (PREEMPTIVE RIGHTS)**

The Corporation elects to have preemptive rights.

#### **ARTICLE VII (INDEMNIFICATION)**

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

#### **ARTICLE VIII (INCORPORATOR)**

The name and street address of the person signing these Articles of Incorporation is Robert Harris, Stack Fernandez Anderson & Harris, P.A., Suite 950, 1200 Brickell Avenue, Miami, Florida 33131.

**THE UNDERSIGNED**, as Incorporator, has executed the foregoing Articles of Incorporation this 19<sup>th</sup> day of May, 2004.

  
ROBERT HARRIS, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

\*\*\*\*\*


Pursuant to the provisions of Florida Statutes § 607.0501 (2004), the herein mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

That SM Licensing Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, Miami-Dade County, Florida, has named Robert Harris, Esq., located at Stack Fernandez Anderson & Harris, P.A., Suite 950, 1200 Brickell Avenue, Miami, Florida 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT  
SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE  
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE  
APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS  
CAPACITY.**

Dated: May 19, 2004

  
ROBERT HARRIS, ESQ.  
as Registered Agent

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