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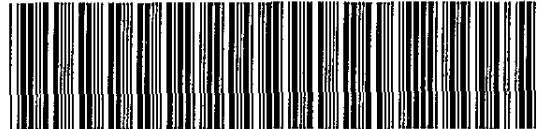
(Business Entity Name)

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04 OCT 15 PM 2:37

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1104-310682

10/10/04

*Law Offices of*  
**RICHARD D. AHLQUIST & ASSOCIATES, P.A.**  
*Attorneys at Law*

*Sarasota Main Office*  
2088 Hawthorne Street  
Sarasota, FL 34239  
(941)365-5611

*Ft. Myers Office*  
PMB 5110-318 S. Cleveland Ave.  
Ft. Myers, FL 33907-2136  
(941) 366-3186

*Tampa Bay Office*  
200-2<sup>nd</sup> Ave. S. #231  
St. Petersburg, FL 33701-4313  
(941) 365-5612

Please Reply to: Sarasota  
Richard D. Ahlquist\*

\*Also admitted in Indiana

September 8, 2004

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: S-MART MANAGEMENT, INC.  
Our File No. 17244-NC

Dear Sir or Madam:

In reference to the above captioned matter, enclosed please find the Articles of Incorporation for filing. Also enclosed is our check in the amount of \$70.00 for same.

Thank you for your assistance in this matter.

Very truly yours,

RICHARD D. AHLQUIST  
& ASSOCIATES, P.A.

  
Richard D. Ahlquist

RDA/pt  
enclosure



OCT 08 2004

FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

October 5, 2004

RICHARD D AHLQUIST, ATTORNEY  
2088 HAWTHORNE ST  
SARASOTA, FL 34239

SUBJECT: S-MART ENTERPRISES, INC.  
Ref. Number: W04000036682

*Name has  
been changed  
see new  
Articles of  
Inc.*

We have received your document for S-MART ENTERPRISES, INC. and your check(s) totaling \$70.00. 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.**

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) 245-6855.

Tammy Hampton  
Document Specialist  
New Filings Section

Letter Number: 004A00057813

RECEIVED  
04 OCT 15 AM 11:38  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
S-MART MANAGEMENT, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation is S-MART MANAGEMENT, INC.

**ARTICLE II**

- A. This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.
- B. The general nature of this business to be transacted by this corporation is: for consulting and providing of construction advice and services and consulting for commercial and residential homes and any other enterprise or activity legal in the State of Florida.

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04 OCT 15 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

**ARTICLE III**

The aggregate number of shares of stock which the corporation shall have the authority to issue is Five Hundred (500) shares of Common Stock with a par value of One Dollar (\$1.00) per share.

The corporation shall issue only one class of capital stock. That class shall be Common Stock, and it shall be issued in such a manner as to qualify for treatment under United States Internal Revenue Code Sections 1244 and 1371. Existing Stockholders shall have a proportional preemptive right in all issues of stock subsequent to their becoming stockholders.

**ARTICLE IV**

The initial street address of the corporation's principal office and mailing address is 3359 Hampstead Heath, Sarasota, Florida 34235, and the name of the corporation's initial Registered Agent at below address is Richard D. Ahlquist, Esq. 2088 Hawthorne St. Sarasota, FL 34239 .

**ARTICLE V**

The corporation shall have one (1) Director initially whose name and address is set forth below:

Margaret Suarez, President, Secretary, Treasurer  
3359 Hampstead Heath  
Sarasota, FL 34235

**THEREAFTER**, the number of the members of the Board of Directors shall be set by By-Laws, but, in no instance, shall be less than one (1) or more than three (3).

#### **ARTICLE VI**

This corporation shall have perpetual existence.

#### **ARTICLE VII**

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are Directors or officers of any other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of this corporation who is also a Director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or Director of such other corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or Director of such other corporation or member of such firm, or not so interested.

#### **ARTICLE VIII**

- A. The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this corporation; provided, however, that any By-Law or Amendment hereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by vote of the stockholders. No By-Law which has been altered, amended or repealed by vote of the Board of Directors or Shareholders shall be effective until two (2) years shall have expired since such action by vote of such

Stockholders or Board of Directors unless approved jointly by the Board of Directors and Shareholders.

- B. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affair and business of the corporation, provided that same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

#### ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation, Sarasota, Florida, on this 30 day of September, 2004.

Existing shareholders shall have a proportional preempted right to purchase as to all issues of stock authorized subsequent to their becoming shareholders.

*Shirley D. Lester*  
*Natalie Pigg*

*[Signature]*  
RICHARD D. AHLQUIST, ESQ.  
Incorporator and Subscriber

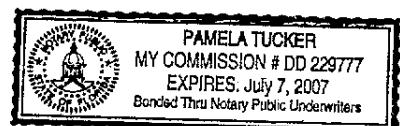
STATE OF FLORIDA)  
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared RICHARD D. AHLQUIST, well known to me to be the individual described in and who executed the foregoing instrument in writing and they acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this 30 day of Sept., 2004.

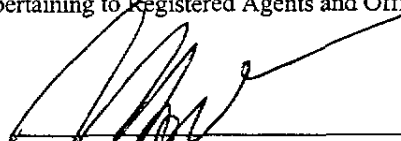
*Pam Tucker*  
NOTARY PUBLIC

My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT DESIGNATION**

The undersigned individual having been named as Registered Agent for the above-stated corporation in Article IV, at the place designated in said Article, hereby accepts to act in the capacity of Registered Agent, and agrees to comply with the pertinent provisions of the Florida Statutes pertaining to Registered Agents and Officers.

  
Richard D. Ahlquist, Esq.  
Registered Agent  
2088 Hawthorne St.  
Sarasota, FL 34239

STATE OF FLORIDA)  
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared Richard D. Ahlquist, well known to me to be the individual described in and who executed the foregoing instrument in writing and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this 30 day of Sept., 2004.

  
NOTARY PUBLIC

My Commission Expires:

