

PS000049868

Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ALLEY MAASS ET AL (SJH)
Account Number : T19990000280
Phone : (561) 659-1770
Fax Number : (561) 833-2261

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FLORIDA PROFIT CORPORATION OR P.A.

SMS CAPITAL MANAGEMENT, INC.

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**ARTICLES OF INCORPORATION
OF
SMS CAPITAL MANAGEMENT, INC.**

Article I - Name

The name of this corporation is SMS CAPITAL MANAGEMENT, INC.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of filing these Articles with the State of Florida.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, 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 at which it is offered to others.

Article VI - Principal Office; Mailing Address

The principal office address is 4108 W. Horatio, Tampa, Florida 33609 and the mailing address of this corporation is 4108 W. Horatio, Tampa, Florida 33609.

Article VII – Initial Registered Office and Agent

The street address of the initial registered office of this corporation is c/o Alley, Maass, Rogers & Lindsay, P.A., 321 Royal Poinciana Plaza, Palm Beach, Florida and the name of the initial registered agent of this corporation at that address is STUART J. HAFT, ESQ.

Article VIII – Incorporator

The name and address of the person signing these Articles is STUART J. HAFT, ESQ., c/o Alley, Maass, Rogers & Lindsay, P.A., 321 Royal Poinciana Plaza, Palm Beach, Florida 33480.

Article IX – Indemnification

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

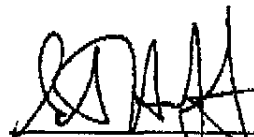
Article X – By-Laws

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

Article XI – Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of April, 2005.



STUART J. HAFT, ESQ.
Incorporator

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Acceptance of Designation

The undersigned, STUART J. HAFT, ESQ., hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


STUART J. HAFT, ESQ.

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