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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/26

Lana J. Taylor
2347 Baronsmede Ct.
Winter Garden, FL 34787

Phone: 407-877-8205
FAX: 407-656-3155

August 25, 2005

VIA FEDEX

Division of Corporations
Department of State
409 East Gaines St.
Tallahassee, FL 32399

Re: Incorporation of Smart Tech 21, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1. Three executed copies of the Articles of Incorporation of Smart Tech 21, Inc.;

2. My check in the amount of $87.50 to cover:

   (a) the filing fee;
   (b) the fee for a certified copy; and
   (c) the fee for a Certificate of Status;

   and

3. A FedEx envelope with a self-addressed label for the return of the certified copy and the Certificate of Status. (The charges for this FedEx will be charged to my husband's account as noted on the label.)

Please note that the effective date of the corporation is to be August 23, 2005 as stated in Article XIII on page 5 of the Articles of Incorporation. I understand that the effective can be up to 5 business days prior to the receipt of the Articles of Incorporation, which should be tomorrow, August 26, 2005.

Thank you for your attention to these requests.

Sincerely,

Lana J. Taylor

Lana J. Taylor

Enclosures

ARTICLES OF INCORPORATION
OF
SMART TECH 21, INC.

The undersigned (who, if a natural person, is eighteen years of age or older), acting as incorporator of a corporation to be incorporated under the laws of the State of Florida Business Corporation Act, adopts these articles of incorporation:

ARTICLE I
NAME

The name of the Corporation is SMART TECH 21, INC.

ARTICLE II
PRINCIPAL OFFICE

The address of the Corporation's initial principal office is 2347 Baronsmede Court, Winter Garden, FL 34787.

ARTICLE III
PURPOSES

The purposes for which the Corporation is organized are as follows:

A. To engage in all lawful business; and

B. To have, enjoy, and exercise all of the rights, powers, and privileges conferred upon corporations incorporated pursuant to Florida law, whether now or hereafter in effect, and whether or not herein specifically mentioned.

The foregoing enumeration of purposes and powers shall not limit or restrict in any manner the transaction of other business, the pursuit of other purposes, or the exercise of other and further rights and powers that may now or hereafter be permitted or provided by law.

ARTICLE IV
SHARES

The Corporation shall have authority to issue 1,000,000 shares of common stock, no par value.

ARTICLE V
INITIAL DIRECTOR AND OFFICERS

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a board of director(s).

A. The name and address of the initial board member is as follows:

NAME	ADDRESS
George F. Taylor	2347 Baronsmede Court Winter Garden, FL 34787

B. The directors shall be elected at each annual meeting of the shareholders, provided that vacancies may be filled by election by the remaining directors, though less than a quorum, or by the shareholders at a special meeting called for that purpose. Despite the expiration of his or her term, a director continues to serve until his or her successor is elected and qualifies.

C. The initial officers of the Corporation are as follows:

NAME	TITLE	ADDRESS
George F. Taylor	President	2347 Baronsmede Court Winter Garden, FL 34787
Lana J. Taylor	Secretary	2347 Baronsmede Court Winter Garden, FL 34787
Lana J. Taylor	Treasurer	2347 Baronsmede Court Winter Garden, FL 34787

ARTICLE VI
REGISTERED AGENT

The name of the initial registered agent is Lana J. Taylor, whose address is 2347 Baronsmede Court, Winter Garden, FL 34787, and the street address of the initial registered office of the Corporation is 2347 Baronsmede Court, Winter Garden, FL 34787. The written consent of the initial registered agent to the appointment as such is stated at the end of these Articles of Incorporation.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is Lana J. Taylor, 2347 Baronsmede Court, Winter Garden, FL 34787.

ARTICLE VIII
NO PREEMPTIVE RIGHTS

The shareholders shall NOT have preemptive rights.

ARTICLE IX
QUORUM FOR SHAREHOLDERS' MEETINGS

Except as bylaws adopted by the shareholders may provide for a greater quorum requirement, a majority of the outstanding shares shall constitute a quorum at any meeting of shareholders. Except as bylaws adopted by the shareholders may provide for a greater voting requirement and except as is otherwise provided by the Florida Business Corporation Act with respect to action on amendment to these articles of incorporation, on a plan of merger or share exchange, on the disposition of substantially all of the property of the Corporation, on the granting of consent to the disposition of property by an entity controlled by the Corporation, and on the dissolution of the Corporation, action on a matter other than election of directors is approved if a quorum exists and if the votes cast favoring the action exceed the votes cast opposing the action. Any bylaw adding, changing, or deleting a greater quorum or voting requirement for shareholders shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater.

ARTICLE X
NO CUMULATIVE VOTING

Cumulative voting shall NOT be permitted in the election of directors.

ARTICLE XI
LIMITATION ON DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders for monetary damages otherwise existing for (i) any breach of the director's duty of loyalty to the Corporation or to its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts specified in Section 607.0831 of the Florida Business Corporation Act; or (iv) any transaction from which the director directly or indirectly derived any improper personal benefit. If the Florida Business Corporation Act is hereafter amended to eliminate or limit further the liability of a director, then in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended. Any repeal or modification of this Article XI shall not adversely affect any right or protection of a director of the Corporation under this Article XI, as is in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article XI, prior to such repeal or modification.

ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that he or she is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, he or she is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation, other individual or entity, or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible under Section 607.0850 of the Florida Business Corporation Act and/or other applicable laws.

ARTICLE XIII
EFFECTIVE DATE

The existence of the Corporation shall begin on August 23, 2005.

ARTICLE XIV
TERM OF EXISTENCE

The Corporation shall, if not sooner dissolved, be perpetual.

Date: August 25, 2005

Lana J. Taylor
Lana J. Taylor, Incorporator

The undersigned consents to the appointment as the initial registered agent of SMART TECH 21, INC.

Date: August 25, 2005

Lana J. Taylor
Lana J. Taylor, Registered Agent

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