

**Electronic Articles of Incorporation
For**

P05000132977
FILED
September 27, 2005
Sec. Of State
cblalock

SMP HOLDING INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

SMP HOLDING INC.

Article II

The principal place of business address:

10 VENETIAN WAY
SUITE 2004
MIAMI BEACH, FL. 33139

The mailing address of the corporation is:

10 VENETIAN WAY
SUITE 2004
MIAMI BEACH, FL. 33139

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

200

Article V

The name and Florida street address of the registered agent is:

SANDRA MONTEVERDE
10 VENETIAN WAY
SUITE 2004
MIAMI BEACH, FL. 33139

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: SANDRA MONTEVERDE

Article VI

The name and address of the incorporator is:

SEBASTIAN ARMENTER
10 VENETIAN WAY SUITE 2004
MIAMI BEACH FL. 33139

Incorporator Signature: SEBASTIAN ARMENTER

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P/D
SANDRA MONTEVERDE
10 VENETIAN WAY SUITE 2004
MAIMI BEACH, FL. 33139

Title: V/D
ARMENTER SEBASTIAN
10 VENETIAN WAY SUITE 2004
MIAMI BEACH, FL. 33139

Article VIII

The effective date for this corporation shall be:

09/26/2005