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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FLORIDA PROFIT/NON PROFIT CORPORATION

SMITH & HAAS LAW GROUP, P.A.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
SMITH & HAAS LAW GROUP, P. A.**

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**ARTICLE I.  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the professional service corporation is SMITH & HAAS LAW GROUP, P. A. The principal place of business of the Corporation is 225 East Park Avenue, Lake Wales, Florida 33853.

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The address of the registered office of this professional service corporation is 225 East Park Avenue, Lake Wales, FL 33853. The name of the registered agent at such address is MARK H. SMITH.

**ARTICLE III  
CORPORATE PURPOSES, POWERS AND RIGHTS**

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in the practice of law and any lawful act or activity for which a professional service corporation engaged in such profession may be organized under the Professional Service Corporation and Limited Liability Company Act and which such a corporation is permitted to engage under other applicable law.

In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act.

**ARTICLE IV  
CAPITAL STOCK**

The total number of shares of capital stock the Corporation has the authority to issue is 7500 shares of Common Stock ("Common Stock"), \$00.01 per value per share.

The designations, voting powers, preferences, and relative, participating, optional, or other special rights and qualifications, limitations, or restrictions of the above stock are as follows:

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(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets, or winding up of the Corporation, after distribution in full of the preferential amounts, if any to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other corporation, trust, or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation, or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by the holder of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the state of Florida or of the United States hereinafter adopted that have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by such legislative enactments.

#### ARTICLE V INCORPORATOR

The name and mailing address of the incorporator of this Corporation is as follows:

Name	Address
D. ANDREW HUNT	225 East Park Avenue Lake Wales, FL 33853

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MARK H. SMITH 225 East Park Avenue  
Lake Wales, FL 33853

The power of the incorporators shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

#### ARTICLE VI BOARD OF DIRECTORS

All 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 the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the Bylaws of the Corporation.

(a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name	Address
D. ANDREW HUNT	225 East Park Avenue Lake Wales, FL 33853
MARK H. SMITH	225 East Park Avenue Lake Wales, FL 33853

#### ARTICLE VII AMENDMENT

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 shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the state of Florida, do make, file, and record these Articles of Incorporation, and do certify that the facts herein stated are true; and we have accordingly hereunto set our hands and seals.

D. Andrew Hunt  
D. ANDREW HUNT, Subscriber

Mark H. Smith  
MARK H. SMITH, Subscriber

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of October 2007, by D. ANDREW HUNT, [X] who is personally known to me or [ ] who has produced Driver's License as identification.

Faye S. Anderson  
Faye S. Anderson  
Notary Public/State of Florida at Large

My Commission Expires:



Faye S. Anderson  
Commission # DD442897  
Expires October 20, 2009  
Send to: Faye S. Anderson, Inc. 200-566-7018

(SEAL)

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 31<sup>st</sup> day of October 2007, by MARK H. SMITH, [X] who is personally known to me or [ ] who has produced Driver's License as identification.

Faye S. Anderson  
Faye S. Anderson  
Notary Public/State of Florida at Large

My Commission Expires:



Faye S. Anderson  
Commission # DD442897  
Expires October 20, 2009  
Send to: Faye S. Anderson, Inc. 200-566-7018

(SEAL)

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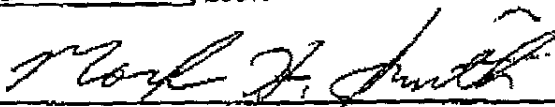
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, the following is submitted:

SMITH & HAAS LAW GROUP, P. A., with its principal place of business at 225 East Park Avenue, Lake Wales, Florida 33853, has named MARK H. SMITH, located at 225 East Park Avenue, Lake Wales, Florida 33853, as its resident to accept service of process within Florida.

Having been named to accept service of process for SMITH & HAAS LAW GROUP, P. A., at the place designated in this certificate, I hereby agree to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties, and the undersigned accepts the duties and obligations of a Registered Agent under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act.

DATED this 31 day of October, 2007.

  
MARK H. SMITH, Registered Agent

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