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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**SMG Management Services, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
SMG MANAGEMENT SERVICES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I-NAME**

The name of this Corporation is SMG Management Services, Inc.

**ARTICLE II-PRINCIPAL OFFICE**

The street address of the initial principal place of business and mailing address of this Corporation is 701 Riverside Park Place, Suite 310, Jacksonville, Florida 32204.

**ARTICLE III-NATURE OF BUSINESS**

The purpose for which this Corporation is organized is to conduct any and all lawful business.

**ARTICLE IV-CAPITAL STOCK**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock.

**ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Pamela L. Wiker, 701 Riverside Park Place, Suite 310, Jacksonville, Florida 32204.

**ARTICLE VI-INDEMNIFICATION**

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

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ARTICLE VII-INCORPORATOR

The name and street address of the incorporator is John R. Smith, Jr., 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

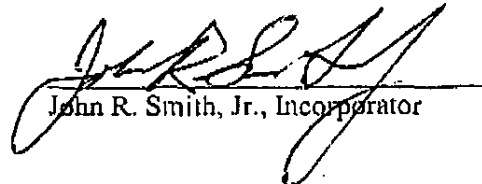
ARTICLE VIII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE IX-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of July, 2009.

  
John R. Smith, Jr., Incorporator

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, SMG Management Services, Inc., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is SMG Management Services, Inc.
2. The name and address of the registered agent and office is Pamela L. Wiker, 701 Riverside Park Place, Suite 310, Jacksonville, Florida 32204.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, PAMELA L. WIKER HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. PAMELA L. WIKER FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF HER DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HER POSITION AS REGISTERED AGENT.

Pamela L. Wiker  
Pamela L. Wiker

Date: July 30, 2009

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