

AUG-31-2010 TUE 02:45 PM FRESE HANSEN

FAX NO. 321 951 3741

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
SMILEY DOLPHIN ENTERPRISES, INC.

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**ARTICLES OF INCORPORATION  
OF  
SMILEY DOLPHIN ENTERPRISES, INC.**

2010 AUG 31 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this Corporation is Smiley Dolphin Enterprises, Inc..

**ARTICLE II**

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

**ARTICLE III**

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

**ARTICLE IV**

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

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**ARTICLE V**

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

**ARTICLE VI**

The initial street address of the principal place of business of the Corporation is 1607 Riverview Drive, Melbourne, FL 32901. The initial mailing address of the principal place of business of the Corporation is P.O. Box 1982, Melbourne, FL 32902. The initial address in Florida of the initial registered office of this Corporation is 2200 Front Street, Suite 301, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is J. Patrick Anderson.

**ARTICLE VII**

The initial Board of Directors shall consist of one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

D. S. Newlin  
P.O. Box 1982  
Melbourne, FL 32902

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**ARTICLE VIII**

The Directors of this Corporation shall adopt Bylaws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

**ARTICLE IX**

The name and address of the initial incorporator is as follows: J. Patrick Anderson, 2200 Front Street, Suite 301, Melbourne, Florida 32901.

**ARTICLE X**

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 31st day of August, 2010.

  
\_\_\_\_\_  
J. Patrick Anderson

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
J. Patrick Anderson  
Registered Agent

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CLERK OF STATE  
TALLAHASSEE, FLORIDA