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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
SM MERGER CORPORATION

Certificate of Status	0
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Page Count	04
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 1 2011

**ARTICLES OF INCORPORATION
OF
SM MERGER CORPORATION**

I, the undersigned, for the purpose of incorporating a corporation in the State of Florida, do execute these Articles of Incorporation and do hereby certify as follows:

ARTICLE I

The name of the corporation is SM Merger Corporation (the "Corporation").

ARTICLE II

The street and mailing address of the principal office of the Corporation is 2 Sunshine Boulevard, Ormond Beach, Florida 32174.

ARTICLE III

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States, and the State of Florida.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of common stock, par value of \$0.01 per share.

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

The powers of the incorporator are to terminate upon the filing of these Articles of Incorporation. The Corporation shall have five (5) directors, initially. The number of directors may be diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than three (3). The name(s) and mailing address(es) of the person(s) who will serve as the initial director(s) of the Corporation until the first annual meeting of stockholders of the Corporation, or until their successor(s) are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Warren A. Stephens	2 Sunshine Blvd., Ormond Beach, FL 32174
Mark A. Ascik	2 Sunshine Blvd., Ormond Beach, FL 32174
Richard H. Blank, Jr.	2 Sunshine Blvd., Ormond Beach, FL 32174
Orville Ankario	2 Sunshine Blvd., Ormond Beach, FL 32174
Noel Strauss	2 Sunshine Blvd., Ormond Beach, FL 32174

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ARTICLE VII

The address of its registered office in the State of Florida is 1200 South Pine Island Rd., City of Plantation, Florida 33324. The name of its registered agent at such address is CT Corporation System.

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. .

ARTICLE IX

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation will have all and singular the following powers:

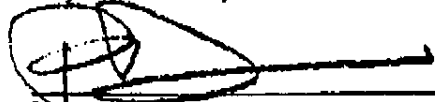
- a. The Corporation shall have the power to deny to the common stock of this Corporation any pre-emptive right to purchase or subscribe to any new issues of any type stock of this Corporation.
- b. The Corporation shall have the power, at its option to purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the Bylaws adopted by the stockholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the Corporation is not impaired.
- c. The Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a Pension Trust, (2) a Profit Sharing Trust, (3) a Stock Bonus Plan, (4) a Thrift and Savings Plan, (5) a Restricted Stock Option Plan, or (6) other retirement or incentive compensation plan.

ARTICLE X


The incorporator of the Corporation is Priscilla Duncan, whose mailing address is 2200 Ross Avenue, Suite 2200, Dallas, Texas 75204.

[Signature Page Follows]

The undersigned incorporator hereby acknowledges that the foregoing Articles of Incorporation is his/her act and deed on this 30th day of November, 2011.


Incorporator

Having being named as registered agent to accept service of process for the above stated corporation at the place designated in these articles, I am familiar with and accept appointment as registered agent and agree to act in this capacity.


Registered Agent
11-30-11 Kimberly Baggett
Date Assistant Secretary

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NOTARY OF STATE
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