CAPITAL CONNECTION, INC. Brokerage and Consulling 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallshassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222 C.C. FEE. Art. of Amend. File PHONE (Dissolution/Withdrawal . C U S-_ Regular. Fictitious Name File Service: Top Priority. Two Day Service One Day Service Name Reservation To us via ______ Return via _ Annual Report/Reinstatement _ Reg. Agent Service Matter No.: _____ Express Mail No. ___ _ Document Filing _ Corporate Kit State Fee \$ _____ Our \$ _ Vehicle Search ... Driving Record _ Document Retrieval UCC 1 or 3 File _ UCC 11 Search _ UCC 11 Retrieval __ File No.'s, ____ Copies Courler Service _ _ Shipping/Handling Phone () _ Top Priority _ _ Express Mail Prep. . __ FAX () SUBTOTALS DISBURSED..... SURCHARGE..... TAX on corporate supplies..... SUBTOTAL..... CONFIRMED REQUEST **TAKEN APPROVED**

CK No. ___

DATE

TIME

Will Pick Up 200

Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

BALANCE DUE.....

THANK YOU from Your Capital Connection

DISBURSED

FILED 95 FEB 22 AM 10: 45 SECRETARY OF STATE IALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SMITH BROKERAGE AND CONSULTING SERVICES, INC.

The undersigned, for the purpose of forming a corporation under Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE I

The name of this corporation shall be SMITH BROKERAGE AND CONSULTING SERVICES, INC., hereinafter referred to as the "corporation."

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

This corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the corporation as hereinabove set forth in Article II.

ARTICLE IV

This corporation has the authority to issue ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is 4776 Old Dixie Highway, Vero Beach, Florida 32967. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws.

ARTICLE VIII

The name and street address of the incorporator is:

649 Lake Drive Elson R. Smith, Jr.

Vero Beach, Florida 32963

Delores C. Smith 2555 Country Club Drive

Vero Beach, Florida 32960

ARTICLE IX

The names and street addresses of the first Board of Directors are:

Elson R. Smith, Jr. 649 Lake Drive

Vero Beach, Florida 32963

Delores C. Smith 2555 Country Club Drive

Vero Beach, Florida 32960

These directors shall hold office until the first annual meeting or until their successors are elected or appointed and qualified as provided in the By-Laws.

ARTICLE X

The name and address of the incorporator is Charles E. Garris, 817 Beachland Boulevard, Vero Beach, Florida 32963.

ARTICLE XI

The registered agent for service of process within this state shall be Charles E. Garris,

whose street address is 817 Beachland Boulevard, Vero Beach, Florida 32963. IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal, this 3/ day of February ARLES E. GARRIS, Incorporator STATE OF FLORIDA COUNTY OF INDIAN RIVER incknowledged before me this 21 day of July 1995. DOROTHY L. O'GUIN MY COMMISSION # CC335392 EXPIRES JANUARY 9, 1933 BONDED THEIL TROY FASH HISURANCE, INC. (Print, type, or stamp commissioned name of notary public) or produced identification ___ Personally known Type of identification produced

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

CHARLES E. GARRIS Registered Agent