

P 950000 20303

MICHAEL K. McFADDEN  
ATTORNEY AT LAW  
200 CLEARWATER - LARGO ROAD SW  
LARGO, FLORIDA 34640

TELEPHONE (813) 584-8161

March 7, 1995

FILED  
1995 MAR -9 AM 8 39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FAX (813) 584-5848

State of Florida  
Department of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, Florida 32314

900001425329  
-03/09/95-01072--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: SMOOTH MOVES, ETC., INCORPORATED

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above company. Please file the original and return a file stamped copy to this office.

I am enclosing a check in the amount of \$70.00 for payment of the following:

\$ 35.00	Filing Fee
<u>35.00</u>	Registered Agent Designation
\$ 70.00	

Thank you in advance for your cooperation and attention to this request. If you have any questions or comments, please do not hesitate to contact this office.

Sincerely,

*Regina F. Doherty*

Regina F. Doherty  
Secretary to Michael K. McFadden

rfd  
Enclosures

R. CHESSER MAR 14 1995

ARTICLES OF INCORPORATION  
OF  
SMOOTH MOVES, ETC.  
INCORPORATED

FILED  
1995 MAR -9 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby form a Corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation shall be SMOOTH MOVES, ETC., INCORPORATED.

ARTICLE II. DURATION

This Corporation shall have perpetual existence.

ARTICLE III. PURPOSE

The general character or nature of the business to be transacted by this Corporation is to render relocation and other services to the public, nationwide. The corporation shall also be authorized:

(a) To acquire by purchase, lease or otherwise lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired; to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances; to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; and to encumber or dispose of any

lands, interests in lands, buildings or other structures at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To engage in the retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

(c) To acquire by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation; to invest, trade and deal in any personal property deemed beneficial to the corporation; and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporation property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including re-purchase of its own shares.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the

shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by, any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including a purchase of its own shares.

(h) To carry on any or all of its operations and businesses to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To engage in any and all lawful businesses, trades, occupations and professions.

(j) To do any or all of the things herein set forth in any part of the world to the same extent as natural persons might or could do as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable and expedient in carrying on any of the businesses or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth shall be in anywise limited or restricted by

reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that

the objects and powers specified in each of the clauses in this Article shall be regarded as independent.

#### ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 100,000 shares of \$1.00 par value common stock.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation.

#### ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 200 Clearwater-Largo Road, Largo, Florida 34640. The name of the initial registered agent of this corporation at that address is MICHAEL K. McFADDEN.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be managed initially by a Board of three (3) Directors. The number of Directors may be increased or decreased as provided for by the By-Laws adopted by the Shareholders, with three (3) Directors being sufficient to constitute the Board. However, at no time will there be more than three directors nor less than one director.

#### ARTICLE VII. INCORPORATORS

The names and addresses of the Incorporators of this Corporation and the Corporation's principal place of business are:

Sally Tompkins  
800 23rd Avenue North  
St. Petersburg, Florida 33704

Jenice Reichenbauch  
41 North Archwood Drive  
Inverness, Florida 34450

Smooth Moves, Etc., Inc.  
Suite 602  
501 1st Avenue North  
St. Petersburg, Florida 33701

#### ARTICLE VIII. AMENDMENT

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 Stockholders' 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. PREEMPTIVE RIGHTS

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing

from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE X. RESTRICTIONS

The Capital Stock of the Corporation may be made subject to restrictions on transferability by agreement among the holders of issued and outstanding shares, or between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the Secretary of the Corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27th day of February, 1995.

Sally Tompkins  
SALLY TOMPKINS

Jenice Reichenbach  
JENICE REICHENBAUCH

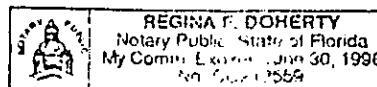
STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared SALLY TOMPKINS and JENICE REICHENBAUCH, who are personally known to me and has acknowledged before me that they executed the foregoing Articles of Incorporation freely and voluntarily for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of February, 1995.

(SEAL)

Regina F. Doherty  
MICHAEL K. McFADDEN  
Notary Public  
My Commission Expires:



STATE OF FLORIDA  
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.  
NAMED AGENT UPON WHOM PROCESS MAY BE SERVED.

The following is submitted in compliance with Section 607.325,  
Florida Statutes:

SMOOTH MOVES, ETC., a corporation organized (or organizing)  
under the laws of the State of Florida with its principal office at  
41 North Archwood Drive, County of Citrus, State of Florida, has  
named MICHAEL K. McFADDEN, ESQ., 200 Clearwater-Largo Road, Largo,  
Florida 34640, as its agent to accept service of process within  
this State.

ACCEPTANCE:

I accept appointment as Registered Agent and am familiar with  
and accept the obligations provided for in Section 48.09, Florida  
Statutes, as required by law.

*Michael K. McFadden*  
MICHAEL K. McFADDEN  
Registered Agent

FILED  
MAR -9 AM 8:39  
SECRETARY OF  
TALLAHASSEE  
ALE  
CRADA