

P9500038588

MARK D. COHEN, P.A.

Mailing Address: Emerald Hills Executive Plaza Two
4651 Sheridan Street, Ste. 300
Hollywood, FL 33021

Broward: (305) 962-8889
Dade: (305) 948-6332
Facsimile: (305) 966-6259

P.O. Box 112509
Miami, FL 33111

May 11, 1995

Secretary of State /
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500001487505
-05/15/95--01066--016
****122.50 ****122.50

RE: SMR Communications Group, Inc.

To Whom It May Concern:

Enclosed is my check no 3113 in the amount of \$122.50 representing the fees for filing the attached original Articles of Incorporation (\$35.00); original Designation and Acceptance of Registered Agent (\$35.00) and for the return of a certified copy to my office (\$52.50).

I have enclosed a self-addressed return envelope for your convenience.

Thank you for your attention in this matter.

Very truly yours,

MARK D. COHEN, P.A.

[Signature]
Mark D. Cohen, Esq.

MDC/jw
enclosures (4)

BROWN MAY 16 1995

ARTICLES OF INCORPORATION
OF

SMR COMMUNICATIONS GROUP, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

SMR COMMUNICATIONS GROUP, INC.

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any and all lawful business for which the corporation may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Lawrence Grabarnick	c/o Mark D. Cohen, Esq. Mark D. Cohen, P.A. Emerald Hills Executive Plaza Two, Ste. 300 4651 Sheridan St. Hollywood, FL 33021

ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Lawrence Grabarnick	c/o Mark D. Cohen, Esq. Mark D. Cohen, P.A. Emerald Hills Executive Plaza Two, Ste. 300 4651 Sheridan St. Hollywood, FL 33021

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The street address and mailing address of the principal office of the Corporation is as follows:

c/o Mark D. Cohen, Esq.
Mark D. Cohen P.A.
Emerald Hills Executive Plaza Two
4651 Sheridan Street, Ste. 300
Hollywood, FL 33021

ARTICLE VII - MISCELLANEOUS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the name, for the exercise and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however, shall the By-Laws which may be adopted, or any provision thereof, limit in any way the powers or rights of the Corporation provided by the law and by these Articles of Incorporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.
5. The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Hollywood, Florida for uses and purposes aforesaid, this 9 day of MAY, 1995.

Lawrence Grabarnick
LAWRENCE GRABARNICK

STATE OF FLORIDA)
 : ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared LAWRENCE GRABARNICK, who is well known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Hollywood, Broward County, Florida, this 9 day of May, 1995.

Ruth Weiner
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:



RUTH WEINER
COMMISSION # CC 351390
EXPIRES APR 2, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

FILED
95 MAY 15 11:11:59
HALLAMSBURG, FLORIDA

PURSUANT to Chapter 607.34, Florida Statutes, SMR COMMUNICATIONS GROUP, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at c/o MARK D. COHEN, P.A., Emerald Hills Executive Plaza Two, 4651 Sheridan Street, Ste. 300, Hollywood, FL 33021, has named MARK D. COHEN, ESQ., located at Emerald Hills Executive Plaza Two, 4651 Sheridan Street, Ste. 300, Hollywood, FL 33021 as its registered agent to accept service of process within this State.

By: _____

LAWRENCE GRABARNICK

HAVING been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: _____

MARK D. COHEN, ESQ.
Mark D. Cohen, P.A.
Emerald Hills Executive Plaza Two
4651 Sheridan Street, Ste. 300
Hollywood, FL 33021
(305) 962-8889