

P95000041961

AMERILAWYER[®]

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

8000001501808
-05/30/95--01042--005
580.00 **70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):
BIGHORN USA, INC.

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ **Walk in**

☐ **Pick up time**

☐ **Certified Copy**

☐ **Mail out**

☐ **Will wait**

☐ **Photocopy**

☐ **Certificate of Status**

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
MAY 30 PM 1:30
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
BIGHORN USA, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **BIGHORN USA, INC.**

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - MAILING ADDRESS

The mailing address of the corporation shall be the same as the principal address of the corporation.



FILED
MAY 30 PM 1:30
CLERK OF DISTRICT COURT
CORAL GABLES, FLORIDA

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE MILLION (1,000,000)** shares of common stock, each share having the par value of **ONE CENT (\$0.01)**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 9 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 11 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

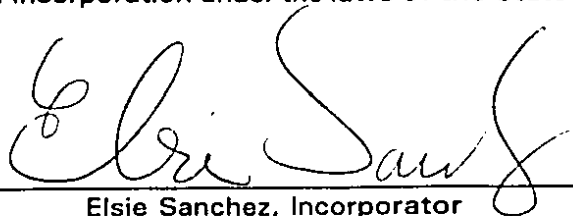
ARTICLE 12 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this .


Elsie Sanchez, Incorporator



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®

By: 

Natalia Utrera, Vice President

ARTESINC

FILED
95 MAY 30 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



AMERI[®]LAWYER[®]

343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96 \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

FILED

96 OCT -3 PM 1:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PERMIT
CORPORATION
ANNUAL REPORT
1996
DOCUMENT # P95000041961 (0)

BIGHORN USA, INC.



Principal Place of Business

Mailing Address

343 ALMERIA AVE
CORAL GABLES FL 33134

343 ALMERIA AVE
CORAL GABLES FL 33134

3. Date Incorporated or Qualified 05/30/1995	3a. Date of Last Report
4. FET Number 65-0697211	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
7. This corporation has liability for intangible tax under s. 109.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. 600 Parkview Drive Suite, Apt. #, etc.	26. 600 Parkview Drive Suite, Apt. #, etc.
22. Unit 230 City & State	27. Unit 230 City & State
23. Hallandale, Florida Zip	28. Hallandale, Florida Zip
24. 33009 Country	29. 33009 Country
25. US	30. US

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

THE LAW FIRM OF LAWRENCE J SPIEGEL CHRTD
343 ALMERIA AVENUE
CORAL GABLES FL 33134

81. Name AMERILAWYER CHARTERED
82. Street Address (P.O. Box Number is Not Acceptable) 343 Almeria Avenue
83.
84. City Coral Gables
85. Zip Code FL 33134

11. Pursuant to the provisions of Section 607.0503, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office of registered agent to the office of the new registered agent in Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am hereby authorized to execute this statement in accordance with Section 607.0505, Florida Statutes.

SIGNATURE

By: **Natalia Votrera, Vice President**

2 October 1996

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: **Shevin M. Goodman**
Shevin M. Goodman, President

10/2/96

CR2E034 (3/96)

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-10/16/96--01043--016
****375.00 ****375.00

P95000041961

AMERILAWYER®

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CORAL GABLES, FL 33134 - (305) 445-2700

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☒ Walk in

☒ Pick up time

2:30

☐ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
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<input checked="" type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED
96 OCT -3 PM 1:15
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

File 1st

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9	10	11
10	10	14

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PUBLIC PAYPHONE DISTRIBUTORS, INC.**

FILED
97 JAN -2 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendments to its articles of incorporation:

- FIRST:** The name of this corporation shall be changed to SMG Consulting Corporation.
- SECOND:** The address for this corporation shall be changed to 20801 Biscayne Boulevard, Suite 424, Aventura, Florida 33180.
- THIRD:** The date of the adoption of this amendment is the 27th day of December, 1996.
- FOURTH:** Shareholder action was not required for these Articles because no shares of stock have been issued, this amendment was adopted by the President.
- FIFTH:** This amendment shall be effective upon the filing of these Articles of Amendment of Incorporation with the Secretary of State of Florida.

Signed this 27th day of December, 1996.


Shevin M. Goodman, President

P95000041961

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

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-10/16/96--01043--017

*****35.00 *****35.00

OFFICE USE ONLY

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(Corporation Name) (Document #)
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(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2:30 ☐ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

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AMENDMENTS	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED
96 OCT -3 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT -3 PM 11:06
DIVISION OF CORPORATION

Change
in Amendment
File 2nd
10/3/96
PR

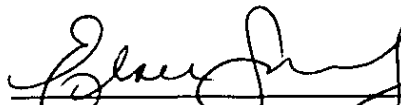
**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BIGHORN USA, INC.**

FILED
96 OCT -3 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendments to its articles of incorporation:

- FIRST:** The name of this corporation shall be changed to **PUBLIC PAYPHONE DISTRIBUTORS, INC.**
- SECOND:** The address for this Corporation shall be changed to 600 Parkview Drive, Unit 230, Hallandale, Florida 33009.
- THIRD:** The date of the adoption of this amendment is the 2nd day of October, 1996.
- FOURTH:** Shareholder action was not required for these Articles because no shares of stock have been issued, this amendment was adopted by the Incorporator.
- FIFTH:** This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 2nd day of October, 1996.


Elsie Sanchez, Incorporator

