

PERSON & ASSOCIATES, INC.
1360 SOUTH PATRICK DRIVE
SATELLITE BEACH, FLORIDA 32937
(407) 773-1040 FAX (407) 773-1041

P95000053616
July 1, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for **THE SMC GROUP, INC.**

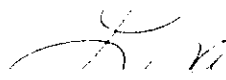
PLEASE MAIL THE ARTICLES TO THE ABOVE ADDRESS TO MY ATTENTION.

If you have any questions or need additional information, please do not hesitate to contact me.

Thank you.

Very truly yours,

PERSON & ASSOCIATES, INC.


Lisa L. Ballard

0000001532620
Tallahassee, Florida
773-1040

llb
Enclosure

7-7/16

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE SMC GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

**ARTICLE I
NAME**

*The name of this corporation is **THE SMC GROUP, INC.***

**ARTICLE II
NATURE OF PROFESSIONAL BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, country, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having a par value of \$1.00 per share.

**ARTICLE IV
ADDRESS**

The street address of the initial registered office of the corporation shall be: 201 Harbour City Blvd. H-350, Indian Harbour Beach, Florida 32937 and the name of the initial Registered Agent for the corporation at that address is: Cindy P. Ullmer.

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TALLAHASSEE, FLORIDA

ARTICLE V
SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI
TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII
LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation, or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII
SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any corporation, and any director or directors, individually or jointly, may be a party to, or may be interested in such contract, act or transaction, or in any way connected with such person or persons firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of herself or any firm, association or corporation in which she may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that she is also a director of such subsidiary or corporation. This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Cindy P. Ullmer

ARTICLE IX
INCORPORATOR


The name and address of the incorporator is:

*Cindy P. Ullmer
201 Harbour City Blvd. H-350
Indian Harbour Beach, FL 32937*

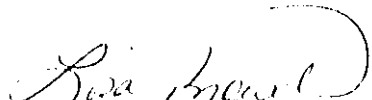
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid, personally appeared Cindy P. Ullmer to me known and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid this 21st day of June, 1995.


Cindy P. Ullmer
Incorporator

OH BCLH
IDENTIFICATION PROVIDED BE 904224
(S)HE DID/DID NOT TAKE AN OATH


Notary Public, State of Florida

My Commission Expires:



DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of FLORIDA.

THE SMC GROUP, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at:

*201 Harbour City Blvd. H-350
Indian Harbour Beach, FL 32937*

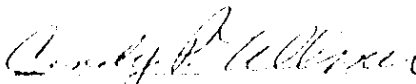
has named:

Cindy P. Ullmer

*201 Harbour City Blvd. H-350
Indian Harbour Beach, FL 32937*

ACCEPTANCE

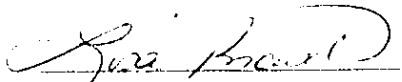
I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.


Registered Agent:

BEFORE ME, the undersigned authority, this day appeared Cindy P. Ullmer, at 1360 South Patrick Drive, Satellite Beach, Florida, County of Brevard, State of Florida, who is personally known to me or who showed ^{Office ID} FE 904224 as identification and who did/did not take an oath and who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that she has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 21st day of June, 1995..




Notary Public, State of Florida

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA