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DIVISION 3, CLERKSHIP

ACCOUNT NO. : 0721000000032
REFERENCE : 833145 7103359
AUTHORIZATION : *Patricia*
COST LIMIT : \$ 70.00

ORDER DATE : February 5, 1996

ORDER TIME : 2:12 PM

ORDER NO. : 833145

700001706807

CUSTOMER NO: 7103359

CUSTOMER: Ms. Sarah Walters
SMART MONEY PACK, INC.
1225 SOUTH MIAMI TRAIL
Suite D 1223

Sarasota, FL 34239

DOMESTIC FILING

NAME: SMART MONEY PACK, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

FILED
96 FEB -5 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMS
2/6/96

**ARTICLES OF INCORPORATION
OF
SMART MONEY PACK, INC.**

FILED
96 FEB -5 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes the following for the purpose of forming a corporation under the General Corporation Act of the State of Florida providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be:

SMART MONEY PACK, INC.

The street and mailing address of the corporation shall be 1225 South Tamiami Trail, Suite D 1223, Sarasota, Florida, 34239.

ARTICLE II. EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of any and all lawful business under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The authorized capital stock of the corporation shall be 1,000 shares of common stock at no par value. Such stock shall be issued by the Board of Directors for such consideration as in the opinion of the Board of Directors is equivalent to such market value therefor, and said stock may be paid for in money or tangible personal property,

but not for labor, services or stock, at a just valuation to be fixed by the Board of directors or issued as partly paid when so ordered by the Board of Directors.

ARTICLE V. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or to subscribe for, at the issue price thereof, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment therefor or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof. These provisions as to preemptive rights shall not be amended, rescinded, or otherwise altered in any manner except by unanimous vote of the shareholders.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation is Harry Walters.
The street address of the initial registered office of the corporation shall be 1225 South Tamiami Trail, Suite 1223, Sarasota, Florida, 34239.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors. The corporation shall have one director initially. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one. The name and address of the initial Director is:

Name:

Address:

Harry Walters

1225 South Tamiami Trail, Suite D1223
Sarasota, Florida 34239

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these articles is:

Name:

Address:

Harry Walters

1225 South Tamiami Trail, Suite 1223
Sarasota, Florida 34239

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation on the _____ day of _____, 1996.

By:



Harry Walters

ACCEPTANCE OF DESIGNATION

I, the undersigned, am familiar with the obligations of resident agent and accept designation as Registered Agent of SMART MONEY PACK, INC.

By:



Harry Walters

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TALLAHASSEE, FLORIDA