



**AMERICA'S BUSINESS
MANAGEMENT CO.**

"America's Tax & Financial Consultants for Growing Businesses"

CORPORATE OFFICE
1776 PEACHTREE RD., NW., SUITE 203-S
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404-872-ADMC / FAX 404-872-0213

OFFICES:
TAMPA, FL
ORLANDO, FL
ATLANTA, GA
LAWRENCEVILLE, GA
ROSWELL, GA
MARIETTA, GA
(OPENING 1996)

TRANSMITTAL LETTER

1/26/96

300001709093
-02/07/96--01036--015
*****70.00 *****70.00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

SUBJECT: MD SMOOTH PRODUCTION COMPANY

OUR FIRM IS ENCLOSING TWO ORIGINALS OF THE ARTICLES
OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN
THE AMOUNT OF \$70.00.

WE ARE REQUESTING ZERO CERTIFIED COPY(IES) OF THE
ARTICLES OF INCORPORATION.

PLEASE RETURN ARTICLES OF INCORPORATION TO: MR. J.
JANEZIC, P.O. BOX 3347, HOLIDAY, FLORIDA 34690. THANK YOU.

SINCERELY,

L. Paul Schmidt
Partner
P.O. Box 3347
Holiday, FL 34690-0347
(813) 937-1414

ENCLOSURES:



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 9, 1996

L. PAUL SCHMIDT
POST OFFICE BOX 3347
HOLIDAY, FL 34690-0347

SUBJECT: MD SMOOTH PRODUCTION COMPANY
Ref. Number: W96000003103

We have received your document for MD SMOOTH PRODUCTION COMPANY and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THE ARTICLES ARE UNSIGNED. PLEASE SIGN AS INCORPORATER AND REGISTERED AGENT AND RESUBMIT FOR FILING.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00005884

**ARTICLES OF INCORPORATION
OF
MD SMOOTH PRODUCTION COMPANY**

SECRET
FEB 27 1968
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: MD SMOOTH
PRODUCTION COMPANY

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of
this corporation shall be: 211 Orangewood Avenue,
Clearwater, FL 34615.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is
authorized to have outstanding at any one time is: 1,000
shares of the NO PAR VALUE.

ARTICLE IV PURPOSE

This corporation shall have the power and authority to
forward the purposes and accomplish the objectives
hereinafter set forth and to do and perform the same as
completely and fully as any natural person is authorized to
do under the laws of the State of Florida and in any part of
the world:

(a) The business shall be providing services to the
public and businesses.

(b) To own, buy, purchase, exchange, hire, lease, mortgage, or other wise acquire real estate and property, either improved, or any interest or right therein, and to own, hold control, maintain, manage and develop the same in any state of the United States.

(c) The corporation shall have the lawful right to transact any and all other lawful business.

ARTICLE V BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE VI SPECIAL PROVISIONS

It is the intent of the incorporators that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as Subchapter "S" corporation.

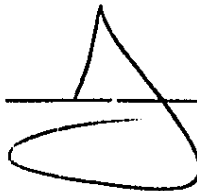

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1004 US Highway 19, Suite 202, Holiday, Florida, 34690, and the name of the registered agent of this corporation is Joseph Janezic.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Joseph Janezic, 1004 US Highway 19, Suite 202, Holiday, FL 34690.

The undersigned has executed these Articles of Incorporation this 26th day, of January, 1996.

  _____
Incorporator

711-1000
FEB 27 AM 5:59
SECURITY STATE
WILLIAMSON

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

MD SMOOTH PRODUCTION COMPANY

2. The name and address of the registered agent and office is:

Joseph Janezic
1004 US Highway 19, Suite 202
Holiday, Florida 34690

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Joseph Janeizc
26th, January, 1996

**ARTICLES OF INCORPORATION
OF
MD SMOOTH PRODUCTION COMPANY**

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 27 11:14 AM '69

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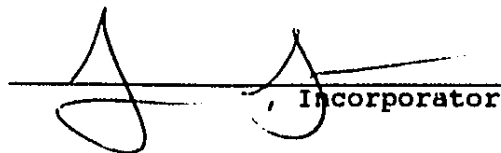
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