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PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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CONTACT: RAY STORMONT
PHONE: (306) 541-3094
FAX: (306) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SMITHCO, INC.
FAX AUDIT NUMBER: H96000006277
DATE REQUESTED: 05/02/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 9
ESTIMATED CHARGE: \$122.60
CURRENT STATUS: REQUESTED
TIME REQUESTED: 17:49:38
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
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96 MAY -7 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 MAY -3 AM 8:33

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 3, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: SMITHCO, INC.
REF: W96000009497

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Loria Poole
Corporate Specialist

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Letter Number: 496A00021668

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SECRET
FALLER

954-748.1988

ARTICLES OF INCORPORATION
OF
SMITHCO LOUNGE, INC.

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

SMITHCO LOUNGE, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSE

This Corporation is organized for the general purpose of

IRAL ZICKERMAN, P.A.
Attorney at Law
7771 W. Oakland Park Blvd. #215
Surfside, FL 33151

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transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares	10,000
Per Value Per Share	\$0.01

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least, to the full par value of the stock to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

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Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right

of cumulative voting.

ARTICLE V
PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VI
INITIAL SUBSCRIBER/REGISTERED OFFICE AND AGENT

The initial street address of the Subscriber and registered office of this Corporation in the State of Florida shall be:

2651 N. Federal Hwy.
Ft. Lauderdale, FL 33306

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Subscriber of this Corporation at the aforementioned address is:

LAWRENCE J. BUTO, II

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the Stockholders of this Corporation, which meeting shall be held at such time as shall be provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial Director who is to conduct the affairs of this Corporation until the first meeting and election and qualification his successor:

NAME

ADDRESS

LAWRENCE J. BUTO, II

8424 Shadow Court
Coral Springs, FL 33071

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ARTICLE VIII
PRINCIPAL PLACE OF BUSINESS

The Principal Place of Business of the corporation shall be:

2651 N. Federal Hwy.
Ft. Lauderdale, FL 33306

ARTICLE IX
MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer of such other Corporation.

2. Upon election of the Board of Directors by the Stockholders, such as Board shall manage the business and affairs of the Corporation, without the need of further authorization from the Stockholders, except as provided by law, or otherwise herein.

3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either Stockholders or the Directors. The Stockholders may amend, alter, or repeal any By-Laws adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Stockholders, nor may the Directors

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adopt By-Laws which would be in conflict with the by-Laws adopted by the Stockholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1 day of May, 1996.


LAWRENCE J. BUTO, II

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STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take
acknowledgments in the State and County set forth above,
personally appeared LAWRENCE J. BUTO, II, known to me and known
to me to be the person who executed the foregoing Articles of
Incorporation and he acknowledged before me that he executed said
Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in the State and County aforesaid, this 1st day of May,
1996.

NOTARY PUBLIC:

sign 
print IRA L. SUCKERMAN
State of Florida at Large (Seal)
My Commission Expires:



IRA L. SUCKERMAN
MY COMMISSION # CG 214712 EXPIRES
August 14, 1999
NOTARY PUBLIC STATE OF FLORIDA, INC.

The undersigned hereby accepts designation as Registered
Agent of the Corporation.


LAWRENCE J. BUTO, II

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following
is submitted, in compliance with said Act:

First-That SMITHCO LOUNGE, INC.
(Name of Corporation)
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation at City of Ft. Lauderdale, County of Broward,
State of Florida has named Lawrence J. Suto, II
located at 2631 N. Federal Highway (Name of Resident Agent)
(Street address & no. of bldg., P.O. Box not acceptable)
City of Ft. Lauderdale, County of Broward, State of
Florida, as its agent to accept service of process within this
State.

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ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By Lawrence J. Suto, II
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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