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Thomas W. Ruggles, P.A.

Attorney and Counselor at Law
603 Indian Rocks Road
Bellaire, FL 34616-2036

(813) 461-0420

Fax: (813) 461-5655

May 13, 1996

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/15/96--01116--010
****122.50 ****122.50

RE: SMW MANAGEMENT SERVICES, INC.

Gentlemen:

I am enclosing two original Articles of Incorporation for filing, as well as a check in the amount of \$122.50, for the following:

Profit Corporation filing fee	\$35.00
Registered Agent designation	35.00
Certified copy	<u>\$52.50</u>

TOTAL \$122.50

Please return the certified copy to my office. In the event of any questions or problems, please call.

Very truly yours,



THOMAS W. RUGGLES

TWR/kas

Enclosures

FILED
96 MAY 14 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E. CHESNER MAY 22 1996

ARTICLES OF INCORPORATION
OF
SMW MANAGEMENT SERVICES, INC.

FILED
96 MAY 14 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name of Corporation

The name of the corporation shall be:

SMW MANAGEMENT SERVICES, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is to provide management and consulting services and any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares the corporation is authorized to have outstanding at any one time is: 100 shares of Five Dollar (\$5.00) par value all of which shall have the same rights and privileges.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is: 603 Indian Rocks Road, Belleair, Florida 34616. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

STEPHEN M. WEINSTOCK
1345 West Bay Drive
Largo, FL 34640

ARTICLE VIII

Subscriber

The name and the street address of the subscriber of these Articles of Incorporation are:

STEPHEN M. WEINSTOCK
1345 West Bay Drive
Largo, FL 34640

ARTICLE IX

Designation of Registered Agent

The initial designation of the Registered Office of this corporation shall be 603 Indian Rocks Road, Belleair, Florida 34616, and the and the Registered Agent shall be **THOMAS W. RUGGLES, ESQUIRE**, to accept service of process within this State until changed according to law.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

ARTICLE XI

Commencement of Corporate Existence

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

ARTICLE XII

Pre-Emptive Rights

The shareholders of this Corporation shall be entitled to purchase ratable according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable are convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

IN WITNESS WHEREOF, the Incorporator/subscriber above named, has hereunto set
his hand and seal this 5th day of May, 1996.


STEPHEN M. WEINSTOCK

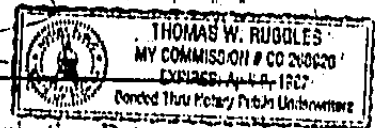
STATE OF FLORIDA }
COUNTY OF PINELLAS }

The foregoing document was acknowledged before me on the 5 day of May, 1996,
by STEPHEN M. WEINSTOCK, who: ☒ is personally known to me, or ☐ is not personally
known to me, who produced _____ as identification.

NOTARY PUBLIC


State of Florida at Large

Commission Number & Expiration Date:



ACCEPTANCE OF REGISTERED AGENT

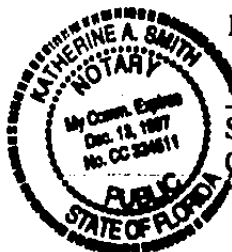
THOMAS W. RUGGLES, ESQUIRE, does hereby accept the designation of Registered
Agent and states that he is familiar with, and accepts, the obligations provided for in 607.0505,
Florida Statutes.

DATED this 10 day of May, 1996.


THOMAS W. RUGGLES, ESQUIRE

STATE OF FLORIDA }
COUNTY OF PINELLAS }

The foregoing document was acknowledged before me on the 10th day of May, 1996,
by THOMAS W. RUGGLES, ESQUIRE, who: ☒ is personally known to me, or ☐ is not
personally known to me, who produced _____ as identification.



NOTARY PUBLIC


State of Florida at Large

Commission Number & Expiration

FILED
96 MAY 29 AM 7:56
CLERK OF STATE
TALLAHASSEE, FLORIDA