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PRINCIPAL FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 031577 7113284

AUTHORIZATION : *Patricia Pizutti*

COST LIMIT : \$ 122.50

ORDER DATE : July 25, 1996

ORDER TIME : 10:17 AM

ORDER NO. : 031577

CUSTOMER NO: 7113284

CUSTOMER: Ms. Leslie Feliciano
DAVID S. ZIMBLE & ASSOCIATES

Penthouse
1101 Brickell Avenue
Miami, FL 33131

900001804589

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 25 AM 9:40

DOMESTIC FILING

NAME: SMJL, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

J 7/26/96

RECEIVED
96 JUL 25 PM 12:46
DIVISION OF CORPORATIONS

EFFECTIVE DATE

12/24/96

FILED
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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

96 JUL 25 AM 9:40

SMJL, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Corporate Name

The name of the corporation shall be:

SMJL, INC.

ARTICLE II

Principal Mailing Address

The principal mailing address of this corporation shall be:

SMJL, INC.
c/o Marc Gidney, CPA
326 71st Street
Miami Beach, FL 33141-3038

ARTICLE III

Nature of Business

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Duration

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. The date on which corporate existence shall begin is the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE V

Capital Stock

The maximum number of shares of stock which this corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares. Such shares shall be of a single class known as Common Stock, and shall have a par value of ONE CENT (\$.01) per share. Shares of Common Stock may be issued in exchange for cash, real property, fixtures and equipment, inventory, accounts receivable, labor or services rendered or to be rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares shall be valid and enforceable in accordance with their terms. No holder of Common Stock shall be entitled to any right of cumulative voting. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any liquidating distributions that may be declared or paid by the Board of Directors out of the assets legally available for such purpose.

ARTICLE VI

Board of Directors

This Corporation shall at all times have at least one (1) director. The stockholders of this Corporation may from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation as provided by By-Laws adopted by them, provided that the Corporation shall have at all times a minimum of one (1) director. The By-Laws of this Corporation may provide that the directors be divided into two or more classes whose term of office shall respectively expire at different times.

ARTICLE VII

Initial Registered Agent and Registered Office

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Marc Gidney, CPA
326 71st Street
Miami Beach, FL 33141-3038

ARTICLE VIII

Incorporator

The name and street address of the Incorporator of these Articles of Incorporation is:

David S. Zimble, Esq.
1101 Brickell Avenue
Penthouse Suite
Miami, FL 33131

ARTICLE IX

Conflict of Interest

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE X

Indemnification

This Corporation may indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises in which it owns shares of capital stock or of which it is a partner or creditor, to the full extent permitted by law. Said indemnification may include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and

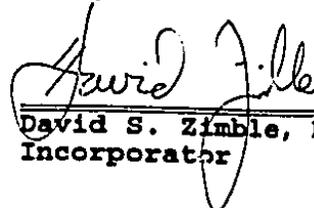
professional fees, including attorney's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his or her legal representative may be made a party or is threatened to be made a party, by reason of his or her being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he or she may be lawfully granted. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI

Amendments

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Amendments shall be approved by the holders of not less than two-third (2/3) of the capital stock entitled to vote thereon unless such amendment is recommended by the Board of the Corporation in which case such amendment shall be approved by the holders of not less than a majority of the capital stock entitled to vote thereon.

The undersigned incorporator has executed these Articles of Incorporation this 24th day of July, 1996.



David S. Zimble, Esq.
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 25 AM 9:40

BEFORE ME, personally appeared David B. Zimble, to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 24th day of July, 1996.

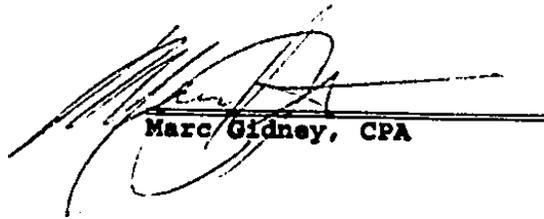

NOTARY PUBLIC
State of Florida at Large

My commission expires:



Acknowledgement of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Marc Gidney, CPA