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PRESIDENTIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 034683 6209A

AUTHORIZATION : *Patricia Pygott*

COST LIMIT : \$ 70.00

ORDER DATE : July 29, 1996

ORDER TIME : 9:38 AM

ORDER NO. : 034683

CUSTOMER NO: 6209A

200001906742

CUSTOMER: Wade Boyette, Esq
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tavares, FL 32778-3200

DOMESTIC FILING

NAME: S. M. M., 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: Lori R. Dunlap

EXAMINER'S INITIALS:

LD
7/29/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 29 PM 2:12

96 JUL 29 11:10:59
SECRETARY OF STATE

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
of
S. M. M., INC.

The undersigned natural person(s) of legal age, acting as Incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name and address of this corporation shall be: S. M. M., INC., 11228 Bronson Road, Clermont, FL 34711.

ARTICLE II
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
STUART McPHEE	11228 Bronson Road Clermont, FL 34711

The names and addresses of the Director(s) is/are:

<u>NAME</u>	<u>ADDRESS</u>
STUART McPHEE	11228 Bronson Road Clermont, FL 34711

GRACE STOSBERG

11228 Bronson Road
Clermont, FL 34711

WILLIAM STOSBERG

11228 Bronson Road
Clermont, FL 34711

ROBERT JAMES McPHEE, D.O.

11228 Bronson Road
Clermont, FL 34711

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of four (4) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes

of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX **Effective Date**

The date that corporate existence shall begin shall be the date of filing. This election is pursuant to Florida Statute 607.0123.

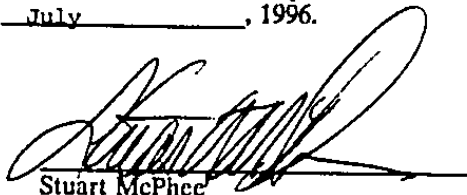
ARTICLE X **Registered Office and Registered Agent**

The address of the initial registered office of this corporation is 11228 Bronson Road, Clermont, FL 34711. The name of the Registered Agent of this corporation is STUART McPHEE at the above office address.

ARTICLE XI **Bylaws**

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 26th day of July, 1996.


Stuart McPhee


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as Initial Registered Agent for S.M.M., INC., as stated in these Articles of Incorporation.

Dated: July 26, 1996.


Stuart McPhee