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TRANSMITTAL LETTER

RECEIVED JUL 23 1996
FILING OFFICE - FLORIDA
*****70.50 *****70.50

SUBJECT:

J. G. SMITH CONSULTANTS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation for the above named company and a check for:

_____	\$70.00	Filing Fee
<u>X</u>	\$78.75	Filing Fee & Certificate
_____	\$122.50	Filing Fee & Certified Copy
_____	\$131.25	Filing fee, Certified Copy & Certificate

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JUL 23 1996
FILING OFFICE - FLORIDA

From:

Duncan Fraser
ACCURATE ASSOCIATES
621 N.W. 53 rd Street
Suite 230
Boca Raton, FL 33487-8211
(407) 994 - 1162

ENCLOSED ARE THE ORIGINAL AND X ONE _____ TWO COPIES OF THE ARTICLES

11 7-31-96

CERTIFICATE OF INCORPORATION
OF

J. G. SMITH CONSULTANTS, INC.

The undersigned hereby associates for the purpose of becoming a Corporation under the laws of the State of Florida, under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, generally, and hereby makes, subscribes, acknowledges and files this Certificate for the purpose of becoming a Corporation under the laws of the State of Florida.

ARTICLE I

Name of the Corporation

The name of this Corporation shall be:

J. G. SMITH CONSULTANTS, INC.

ARTICLE II

Principal Office

The following shall be the street address and the principal office of this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient:

c/o ACCURATE ASSOCIATES
Attn: Duncan Fraser
621 N.W. 53rd Street
Suite #230
Boca Raton, FL 33487

ARTICLE III

Shares

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 1,000 shares, each having a par value of \$1.00. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

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CLERK OF CIRCUIT COURT
STATE OF FLORIDA

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

ARTICLE IV
Initial Capital

The amount of capital with which this Corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE V
Term of Existence

This Corporation shall have perpetual existence.

ARTICLE VII
Directors

There shall be a Board of Directors for this Corporation which shall consist of one person. The number of Directors may be increased from time to time as determined by the By-Laws, but shall never be less than one. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

ARTICLE VIII
Initial Board of Directors

The name and address of the first Board of Directors is as follows:

Name

Addresses

Jeffrey G. Smith

c/o Duncan Fraser
ACCURATE ASSOCIATES
621 N.W. 53rd Street #230
Boca Raton, FL 33487

The member of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until his successor is elected or appointed and has qualified.

ARTICLE IX
Incorporator

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

Names

Duncan Fraser

Addresses

c/o ACCURATE ASSOC.
621 N.W. 53rd Street #230
Boca Raton, FL 33487

ARTICLE X
Conflict of Interest

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are peculiarly or otherwise interested in, or are Directors or officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be peculiarly or otherwise interested in any contract or transaction of this Corporation, provided that the fact that (s)he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of the Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or officer of such other corporation not so interested.

ARTICLE XI
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stock holders herein are subject to this reservation.

ARTICLE XII
Initial Registered Agent

The name and address of the initial registered agent is:

Duncan Fraser
c/o ACCURATE ASSOCIATES
621 N.W. 53rd Street #230
Boca Raton, FL 33487

IN WITNESS WHEREOF, the undersigned Incorporator, has executed these
Articles of Incorporation for the uses and purposes stated therein this 24th
day of July, 1996

Glenn Fraser

CERTIFICATE OF DESIGNATION OF
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:

J. G. SMITH CONSULTANTS, INC.

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JUL 29 AM 9:25
TALLAHASSEE, FLORIDA

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

Duncan Fraser
ACCURATE ASSOCIATES
621 N.W. 53rd Street
Suite #230
Boca Katon, FL 33487

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.

Duncan Fraser
Signature

July 23, 1996
Date