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SENT VIA FEDERAL EXPRESS

August 9, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 East Gaines St.
Tallahassee, FL 32399

1100001919411
-08/13/96--01008--013
****122.50 ****122.50

RE: SMS TECHNOLOGY GROUP, INC.

To Whom It May Concern:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation for the above corporation.
2. Original Resident Agent Form.
3. Check, made payable to you, in the sum of \$122.50.
4. Prepaid Federal Express airbill.

Kindly forward the certified copy of the Articles of Incorporation back to my office via Federal Express at your earliest convenience

Thank you.

AUG 14 1996

Yours truly,


GARY R. MARLIN

GRM:tm

Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 AUG 12 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SMS TECHNOLOGY GROUP, INC.**

ARTICLE I

NAME

The name of this corporation is:
SMS TECHNOLOGY GROUP, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the following purposes: To
transact any and all lawful business.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 100 shares, no par value.

All stock when issued shall be fully paid and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, or a consideration having in the judgment of the Board of Directors of the corporation a value at least equal to the full value of the stock to be issued.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2677 Cypress Lane, Ft. Lauderdale, Florida, 33332, and the name of initial registered agent of this corporation at that address is LOUIS CHARLES LEONARDO.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director of this corporation is:

LOUIS CHARLES LEONARDO
2677 Cypress Lane
Ft. Lauderdale, Florida 33332

ARTICLE VII

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of and the mailing address of this corporation shall be: 2677 Cypress Lane, Ft. Lauderdale, Florida, 33332.

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles is:

LOUIS CHARLES LEONARDO
2677 Cypress Lane
Ft. Lauderdale, Florida 33332

ARTICLE IX

BY-LAWS

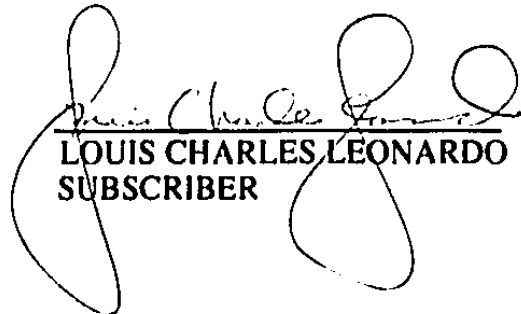
The power to adopt, alter, amend or repeal By-Laws

shall be vested in the Board of Directors and the shareholders.

**ARTICLE X
AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in the manner provided for by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 8th day of August, 1996.


LOUIS CHARLES LEONARDO
SUBSCRIBER

STATE OF FLORIDA

SS

COUNTY OF DADE

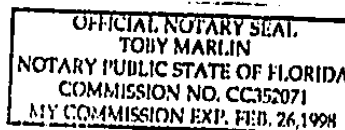
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, **LOUIS CHARLES LEONARDO**, known to me and known by me to be the person who

executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 8th day of August, 1996.

Toby Marlin
Notary Public, State of Florida

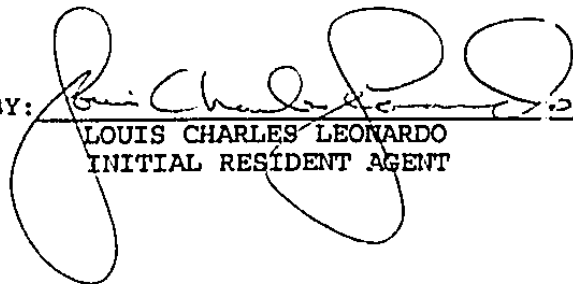
My commission expires:



CERTIFICATE DESIGNATING INITIAL OFFICE OF CORPORATION FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING INITIAL RESIDENT
AGENT UPON WHOM PROCESS MAY BE SERVED

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:
SMS TECHNOLOGY GROUP, INC., DESIRING TO ORGANIZE UNDER THE
LAWS OF THE STATE OF FLORIDA, HAS DESIGNATED THE STREET
ADDRESS OF THE INITIAL OFFICE OF THIS CORPORATION AS BEING
2677 CYPRESS LANE, FT. LAUDERDALE, FLORIDA, 33332. THE NAME
OF THE INITIAL RESIDENT AGENT OF THIS CORPORATION AT THAT
ADDRESS IS: LOUIS CHARLES LEONARDO. HAVING BEEN NAMED AS
INITIAL RESIDENT AGENT FOR THE ABOVE STATED CORPORATION, AT
THE INITIAL OFFICE OF THE CORPORATION DESIGNATED ABOVE, I
HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY
WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID
OFFICE.

BY:



LOUIS CHARLES LEONARDO
INITIAL RESIDENT AGENT

FILED
96 AUG 12 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA