

P96000068122

GARY D. LIPSON  
ATTORNEY-AT-LAW  
914 MATANZAS AVENUE  
CORAL GABLES, FLORIDA 33146  
TELEPHONE (305) 667-2538  
FACSIMILE (305) 667-1068

August 12, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300001920993  
-08/13/96--01166--010  
\*\*\*\*122.50 \*\*\*\*122.50

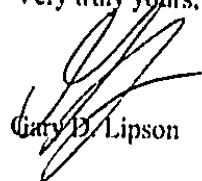
Gentlemen/Ladies:

Enclosed please find two executed copies of the Articles of Incorporation of SMR Holdings, Inc., as well as a check in the amount of \$122.50.

Please file the Articles of Incorporation of this corporation as soon as possible and forward a copy of the certified Articles of Incorporation to me at the address set forth above.

Your cooperation is greatly appreciated. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Gary D. Lipson

Enclosures

SSR111896.WPD

FILED  
66 AUG 13 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-15-96  
KR

ARTICLES OF INCORPORATION  
OF  
SMR HOLDINGS, INC.

FILED  
MAR 13 PM 2:01  
1988

The undersigned does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida:

ARTICLE I

CORPORATE NAME

The name of this corporation shall be SMR Holdings, Inc.

ARTICLE II

MAILING ADDRESS

The initial mailing address of the corporation is: 914 Matanzas Avenue, Coral Gables, Florida 33146.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of capital stock that this corporation shall be authorized to issue and have outstanding at any one time shall be 100,000 shares of common stock, \$.001 par value per share.

ARTICLE IV

REGISTERED AGENT AND REGISTERED OFFICE IN FLORIDA

The initial registered agent and the street address of the initial registered office of the corporation in the State of Florida shall be: Gary D. Lipson, 914 Matanzas Avenue, Coral Gables, Florida 33146.

**ARTICLE V**

**INCORPORATOR**

The name of the person signing these Articles of Incorporation as the sole incorporator is Gary D. Lipson and his address is 914 Matanzas Avenue, Coral Gables, Florida 33146.

**ARTICLE VI**

**INDEMNIFICATION**

This corporation shall indemnify and hold harmless each and every one of its directors, officers and agents to the fullest extent permitted by the laws of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned sole incorporator has executed these Articles of Incorporation on August 12, 1996.

  
\_\_\_\_\_  
Gary D. Lipson, Sole Incorporator

**ACCEPTANCE AS REGISTERED AGENT**

The undersigned, named as the registered agent in Article IV of the foregoing Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505 thereof.

  
\_\_\_\_\_  
Gary D. Lipson, Registered Agent

FILED  
26 AUG 13 PM 2:01  
SECRETARY  
TALLAHASSEE