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August 22, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

000001932400  
-08/27/96--01038--009  
\*\*\*\*122.50 \*\*\*\*122.50

RE: SMART VENTURES, INC.

Gentlemen:

000001932400  
-08/27/96--01038--009  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find the two original Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50 payable to the Division of Corporations to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>

Total \$122.50

Please forward the certified copy of Articles of Incorporation to this office.

Thank you for your usual cooperation.

Sincerely,

*Nicholas A. George*

Nicholas A. George

NAG/slc  
Enclosures

FILED  
96 AUG 26 PM 12:02  
TALLAHASSEE, FLORIDA

AL AUG 28 1996

FILED  
SEP 23 1972

ARTICLES OF INCORPORATION  
OF  
SMART VENTURES, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME AND ADDRESS: The name and address of the corporation is: SMART VENTURES, INC., 1308 North Dixie Freeway, New Smyrna Beach, Florida 32168.

ARTICLE II. TERM OF EXISTENCE: The period of its duration is perpetual.

ARTICLE III. GENERAL NATURE OF BUSINESS: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK: The corporation shall have authority to issue 100 shares, Common Stock, at \$1.00 par value.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE: The address of the initial registered office is: 1308 North Dixie Freeway, New Smyrna Beach, Florida 32168, and the name of the initial registered agent at said address is: Judy Faye Jones.


ARTICLE VI. MANAGEMENT BY SHAREHOLDERS: The business of this corporation shall be managed by its shareholders rather than by a Board of Directors. The shareholders reserve unto themselves the power to adopt, alter, amend, or repeal the by-laws of this

corporation. In the management of the business of the corporation, the act of the shareholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders. Each shareholder shall be entitled to one vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

**ARTICLE VII. INCORPORATORS:** The name and address of the incorporator is: Judy Faye Jones  
1308 North Dixie Freeway  
New Smyrna Beach, Florida 32168

**ARTICLE VIII. AMENDMENT:** These Articles of Incorporation may be amended in the manner provided by law and approved by the shareholders by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of August, 1996.

  
\_\_\_\_\_  
Incorporator/Judy Faye Jones

FILED

96 AUG 26 PM 12:03

CLERK OF THE COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE COUNTY OF VOLUSIA  
FLORIDA

STATE OF FLORIDA

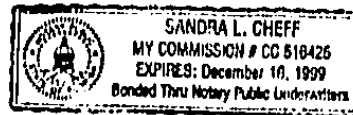
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 2nd day of August, 1996 by August who is personally known to me or who has produced Florida Driver's License as identification.

NOTARY PUBLIC:

Sign Sandra L. Cheff

State of Florida at Large



The undersigned, having been named to accept service of process for the above stated corporation, at the place designated in Article V of the Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office.

Judy Faye Jones  
Judy Faye Jones