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((H96000013163 6))

TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: SMARTER LEASING, INC.
AUDIT NUMBER.....H96000013163
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

OF

SMARTEL LEASING, INC.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms this corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is SMARTEL LEASING, INC.

ARTICLE II - NATURE OF BUSINESS

The nature of the business and the objects and purposes to be transacted and carried on are to engage in any and every activity or business as lawfully permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having no par value.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is five hundred (\$500.00) dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually.

This Document Prepared By:
DEAN F. DiBARTOLOMEO (Fla. Bar #289728)
Attorney at Law
8400 Bird Road
Miami, FL 33155
(305) 226-2276

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ARTICLE VI - INITIAL ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 14082 S.W. 139th Court, Miami, Florida 33186.

ARTICLE VII - OFFICERS AND 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 and Officer of this corporation is:

FREDERIC P. WADE 14082 S.W. 139th Court
Miami, Florida 33186
President/Director

ARTICLE VIII - SUBSCRIBER

The subscriber to these Articles of Incorporation is FREDERIC P. WADE, 14082 S.W. 139th Court, Miami, Florida 33186.

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

Except as otherwise provided hereinabove, these Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE XI - REGISTERED OFFICE AND AGENT

FREDERIC P. WADE is hereby designated as Registered Agent for this corporation in the State of Florida for service of process, and 14082 S.W. 139th Court, Miami, Florida 33186, as the Registered Office.

Frederic P. Wade
FREDERIC P. WADE, Subscriber and
as Registered Agent

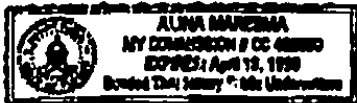
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared FREDERIC P. WADE, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Subscriber and as Registered Agent thereof, and acknowledged before me that he executed the same in said capacities and for the purpose intended, and who did take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 19th day of September, 1996.

Alma Maurina
Notary Public, State of Florida
at Large

My Commission Expires:



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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance with the Florida Statutes, the following is
submitted, in compliance with said Act:

First - That SMARTEL LEASING, INC.
(Name of Corporation)
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation, at City of Miami, County
of Dade, State of Florida
has named FREDERIC P. WADE located at 14082 S.W. 119th Court
City of Miami, County of Dade, State of
Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, 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: Frederic P. Wade
FREDERIC P. WADE
Registered Agent

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TALLAHASSEE, FLORIDA

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