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LAW OFFICE
JAMES A. BOND, P. A.
ATTORNEY AT LAW

TREASURY COAST BANK BUILDING
SUITE FOUR
1201 S.W. 27TH STREET
PALM CITY, FLORIDA 32909

TELEPHONE
(407) 207-7100

FAX (407) 206-2135

October 28, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: SMITHEREENS, INC.
Articles of Incorporation

Dear Sir:

Enclosed herewith please find the original and three (3) copies of the Articles of Incorporation for above named corporation, together with my check in the amount of \$122.50.

The acceptance of the duties and responsibilities by the Registered Agent is shown at Article V.

I have enclosed a stamped, self-addressed envelope for your convenience in returning copy to me.

If you have any questions, please do not hesitate to contact my office.

Sincerely,

J. A. Bond
James A. Bond

JAB/jm

/enclosures

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****122.50 ****122.50

P.S. Please file ASAP - Will call on Tue p.m.

RECEIVED
56 OCT 29 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
56 OCT 29 PM 10:04
DIVISION OF CORPORATIONS

B. REGISTERED OCT 28 1996

FILED

96 OCT 29 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SMITHEREENS, INC.**

ARTICLE I

The name of this Corporation shall be SMITHEREENS, INC.

ARTICLE II

This Corporation shall exist in perpetuity.

ARTICLE III

The general nature of the business to be transacted by this Corporation is to: Manufacture, purchase or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, foodstuffs, and services of every kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

The name of the registered agent is DAVID K. CANTLEY, and the street address of the initial registered agent is 4553 S. E. Horseshoe Point Road, Stuart, FL 34997.

The Registered Agent hereby affirms that he is familiar with and accepts the duties and responsibilities of Registered Agent for said Corporation.

ARTICLE VI

This Corporation shall have one director initially, the name of the initial director is DAVID K. CANTLEY, and his address is 4553 S. E. Horseshoe Point Road, Stuart, FL 34997. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation, but shall never be less than one director.

ARTICLE VII

The name and address of the subscriber of these Articles of Incorporation is DAVID K. CANTLEY, 4553 S. E. Horseshoe Point Road, Stuart, FL 34997.

ARTICLE VIII

The business location and address of the corporation is 4553 S. E. Horseshoe Point Road, Stuart, FL 34997.

ARTICLE IX

These Articles of Incorporation may be amended in the manner prescribed by law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders and approved at

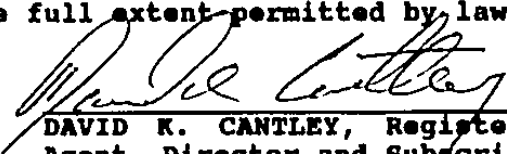
a Stockholder's meeting by a majority of the stock entitled to vote thereon, or by one of the Board of Directors and approved by such Board of Directors by a majority thereof, unless all of the Directors and Stockholders sign a written statement and agreement manifesting their intention that a signed statement shall signify their approval of an Amendment to these Articles of Incorporation be made.

ARTICLE X

Upon the sale of any unissued or treasury stock of the corporation, each stockholder shall have the preemptive right to purchase his or her pro-rata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares shall be sold or issued.

ARTICLE XI

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.


DAVID K. CANTLEY, Registered
Agent, Director and Subscriber

STATE OF FLORIDA,
COUNTY OF MARTIN:

I HEREBY CERTIFY THAT DAVID K. CANTLEY appeared before me and is personally known to me to be the same person whose name is signed to the foregoing instrument, or, who has produced

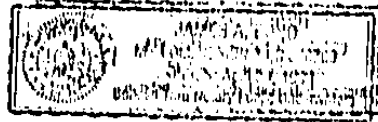
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96 OCT 29 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Personally Known as identification, and who, under oath,
acknowledged that he signed the instrument as his free and
voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 28 day of
October, 1996.

MY COMMISSION EXPIRES:

James A. Bond
JAMES A. BOND
NOTARY PUBLIC



FILED
96 OCT 29 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA