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Chapter Number Only

11-5-96

Richard Patton, Esq.

419 West 49th Street

Hialeah FL 33012 #212

(305)821-3104

VALIDATION ONLY

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-11/07/96--01010--023  
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CORPORATION(S) NAME

Smart Systems, corp.

FILED  
NOV - 7 AM 11:53  
TALLAHASSEE, FLORIDA

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign            | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation               | <input type="checkbox"/> Photo Copies       | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready    | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Call If Problem    | <input type="checkbox"/> Mail Out                   |
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Verifier	11/11
Acknowledgment	
W.P. Verifier	

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Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION  
OF  
SMART SYSTEMS, CORP.

FILED  
96 NOV -7 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is SMART SYSTEMS, CORP.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 11363 S.W. 7th Street, Miami, FL 33174.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100), shares of common stock having \$1.00 par value per share.

ARTICLE IV. NATURE OF BUSINESS.

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation, particularly the sale and service of computers and computer peripherals.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are

RICHARD KEMP MOBLEY  
11363 S.W. 7TH STREET  
MIAMI, FLORIDA 33174

Prepared By:  
Richard Patino, P.A.  
419 West 49th Street, Suite 212  
Hialeah, Florida 33012  
(305) 821-3100  
FBN: 986712

ARTICLE VI INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation are

RICHARD KEMP MOBLEY  
11363 S.W. 7TH STREET  
MIAMI, FLORIDA 33174

VII. TERMS OF EXISTENCE.

This corporation is to exist perpetually.

VIII. OFFICERS AND DIRECTORS.

This corporation shall have four officers and one director, initially. The names and street addresses of these initial officers and directors who shall hold office for the first year of the corporation, or until their successor is elected or appointed are:

RICHARD KEMP MOBLEY	11363 S.W. 7TH STREET
Pres/VP/Sec/Tres/Director	MIAMI, FLORIDA 33174

ARTICLE IX. OPTIONAL PROVISIONS.

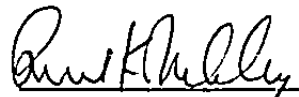
The undersigned (has)(have) executed these articles of incorporation on this 5 day of November, 1996.



Richard Kemp Mobley  
President/Dir.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION

RICHARD KEMP MOBLEY, having been designated at the Registered Agent in the above foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under section 607.0505 Florida Statutes.



Richard Kemp Mobley