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FLORIDA DIVISION OF CORPORATIONS
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((H96000016327 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 222-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: SMG INTERNATIONAL GROUP INC.
AUDIT NUMBER.....H96000016327
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

196-52764
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ARTICLES OF INCORPORATION**OF****SMG INTERNATIONAL GROUP INC.**FILED
NOV 19 1996
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF MIAMI

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SMG INTERNATIONAL GROUP INC.

The principal place of business of this corporation shall be: 6085 S.W. 40th St., Suite 102
Miami, FL 33155

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 Shares at \$5.00 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Josefina Malvar 9864 N.W. 52nd Terr
Miami, FL 33178

Jesus Mendez 5261 S.W. 4th St.
Miami, FL 33134

Prepared by: Jesus Ayo
6085 S.W. 40th St., Suite 102
Miami, FL 33155
(305) 856-1473

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NO.022 001

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Jesus Ayo 3261 S.W. 4th St.
Miami, FL 33134

The undersigned has(have) executed these Articles of Incorporation this

06 day of November, 19 96.



Signature/Title

Signature/Title

Signature/Title

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NO.022 002

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 807.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: SMG INTERNATIONAL GROUP INC.

2. The name and address of the registered agent and office is:

Josue Ayo
(NAME)

6085 S.W. 40th St., Suite 102
(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33155
(CITY/STATE/ZIP)

SIGNATURE 

TITLE REGISTERED AGENT

DATE 11/06/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE 11/06/96

REGISTERED AGENT FILING

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