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Smith Consulting Group  
4790 North Ninth Avenue  
Pensacola, FL 32503  
(904) 494-9999  
(904) 494-0880 - Fax

November 6, 1996

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-11/21/96--01046--019  
\*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Dear Division of Corporations:

Enclosed please find the Articles of Incorporation for Smith Consulting Group, Inc. and  
check # 879 for \$ 122.50.

Please send a certified copy of our records.

Thank you,

*Howard R. Smith*

Howard R. Smith

HRS/ap

Enclosure

*Mr. Sauer*  
*P/S/96*  
*LB*  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SMITH CONSULTING GROUP, INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation is SMITH CONSULTING GROUP, INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation is:

To do all and every thing necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbelow set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business, or any part thereof, provided the same is not inconsistent with the laws under which this corporation is organized.

To borrow money, and to make and issue notes, bonds, debentures, obligations, and evidences of indebtedness or all kinds, whether secured by mortgage, pledge or otherwise, without limit as to the amount, and to secure the same by mortgage, pledge, or otherwise, and generally to make and perform agreements and contracts of every kind and description.

To the same extent as natural persons might or could do, to do any business legal in the state of Florida.

To improve, manage, develop, sell, assign, transfer, lease mortgage, pledge, or otherwise dispose of, or turn to account or deal with, all or any part of the property of the corporation, and from time to time to vary any investment or employment of capital of corporation.

The business or purpose of the corporation is from time to time to do any one or more of the acts or things herein set forth, and it shall have the power to conduct and carry on its business, or any part thereof, and to have one or more offices and to exercise all or any of its corporate powers and rights, in the State of Florida, and in the various other states, territories, colonies, and dependencies of the United States, in the District of Columbia, and in any or all foreign countries.

#### ARTICLE III.

The maximum number of shares of stock that this corporation may issue is 7500 with a value of Seventy Five Hundred Dollars (\$7,500.00); the maximum number of shares of stock with par value shall be Seventy Five Hundred (7500) shares with a par value of One Dollar (\$1.00) per share. There shall be no shares of stock without nominal or par value. All of the shares shall be common stock. Each share of stock shall be entitled to one (1) vote at all meetings of the stockholders, and each stockholder may vote by written proxy.

#### ARTICLE IV.

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V.

The initial post office address of the principal office of this corporation in the State of Florida is 4790 North Ninth Avenue, Pensacola, FL 32503. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI.

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders, but shall never be more than eight.

ARTICLE VII.

This corporation shall have perpetual existence or until such time as it shall be dissolved by law.

ARTICLE VIII.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, by-laws, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

|                  |   |
|------------------|---|
| Howard R. Smith  | 3890 Mariners Drive<br>Gulf Breeze, Florida 32561 |
| Deborah G. Smith | 3890 Mariners Drive<br>Gulf Breeze, Florida 32561 |

The names and post office addresses of each subscriber of these Articles of Incorporation, and the number of shares which each agrees to take, are:

|                            |            |
|----------------------------|------------|
| Howard R. Smith            | 500 shares |
| 3890 Mariners Drive        |            |
| Gulf Breeze, Florida 32561 |            |

ARTICLE X.

The names and post office addresses of the first officers, who, subject to the provisions of the Certificate of Incorporation, by-laws and the laws of the State of Florida, shall hold office for the first year of this corporation's existence, or until their successors are elected and qualified, shall be:

|                 |                            |               |
|-----------------|----------------------------|---------------|
| Howard R. Smith | 3890 Mariners Drive        | President     |
|                 | Gulf Breeze, Florida 32561 | and Treasurer |

|                  |                            |                |
|------------------|----------------------------|----------------|
| Deborah G. Smith | 3890 Mariners Drive        | Vice-President |
|                  | Gulf Breeze, Florida 32561 | and Secretary  |

ARTICLE XI.

The management of the corporation shall be vested in the Board of Directors. The directors shall be elected at the annual meeting of the stockholders to be held at the general office of this corporation, on the first Monday of January each year, or at such time as may be fixed by a majority of the stockholders.

ARTICLE XII.

There shall be no limit upon the amount of indebtedness to which the corporation may be obligated other than as provided by existing laws.

ARTICLE XIII.

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the stockholders at the same place. The executive officers of the corporation shall be the President, Vice President, Secretary and Treasurer. The office of any two may be held by the same person except that the president shall not also serve as the secretary. Such officers shall be elected by the Board of Directors at each annual meeting held as aforesaid. The Board of Directors shall have the power to fill any vacancy on the Board or in any other office, or to add any needed appointment to office.

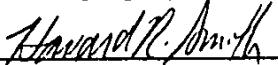
ARTICLE XIV.

Directors and all other officers of this corporation shall serve without compensation unless otherwise expressly provided by the majority of three-fourths of the vote of the Board of Directors.

ARTICLE XV.

The undersigned subscriber to this corporation hereby names HOWARD R. SMITH, 3890 Mariners Drive, Gulf Breeze, Florida 32561 as the agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for this corporation, at the address designated above, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping my office open.

  
HOWARD R. SMITH  
Resident Agent

ARTICLE XVI.

This corporation shall exist perpetually and shall commence existence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals for the uses and purposes herein expressed on this the 8 day of November, 1996.

Howard R. Smith  
HOWARD R. SMITH

Deborah G. Smith  
DEBORAH G. SMITH

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

8 The foregoing instrument was acknowledged before me on this the day of November, 1996.

Brenda P. Henderson  
NOTARY PUBLIC  
My Commission Expires

Both parties personally known to me.



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA