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**Houston
Harbaugh**

A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

TWO CHATHAM CENTER
TWELFTH FLOOR
PITTSBURGH, PA 15219-3463

412/281-5060
FAX 412/281-4499

WRITER'S DIRECT DIAL

288-1844, Ext. 268

File Number 13645

December 3, 1996

VIA FEDERAL EXPRESS

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-12/04/96--01083--013
***122.50 ***122.50

Division of Corporations
Department of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

Re: Smith Dinnen, Inc.

Gentlemen:

Please find enclosed for filing in your office one signed original and one copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent of Smith Dinnen, Inc. I have also enclosed our firm check in the amount of \$122.50 to cover the cost of the filing fees.

As soon as you have recorded these documents, I would like to request that you return the date-stamped acknowledgments thereof to my attention at the above address.

I appreciate your assistance in this matter, and I hope that you will get in touch with me if you should have any questions or if you should need any further information in order to complete this filing.

Very truly yours,

Eileen R. Jordan

Eileen R. Jordan
Legal Assistant

Enclosures

cc: Mr. Gregory D. Smith
Michael J. Dempster, Esquire

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

12-6-96
KR

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
SMITH DINNEN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

1. The name of the corporation is Smith Dinnen, Inc.
2. The corporate purposes are to engage in any lawful act or activity for which corporations may be organized under the provisions of the Florida General Corporation Act, except that the corporation is not to conduct banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone, cemetery, professional engineering or survey company, building and loan association, fraternal benefit society, state fair or exposition activities.
3. The number of shares of stock which the corporation shall have authority to issue is as follows:

Ten Thousand (10,000) shares of common stock, each share having a par value of One Dollar (\$1.00).
4. The initial street address of the registered office and principal place of business of the corporation in the State of Florida is: 750 South Ocean Boulevard, Boca Raton, Florida 33432. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent at the aforesaid address shall be Harold M. Smith.
5. The number of directors constituting the original Board of Directors shall be two (2), and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Gregory D. Smith P. O. Box 434 Bridgeville, PA 15017-0434	Michael Dinnen Suite 300 3001 S. Jamaica Court Aurora, CO 80014
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6. The corporation is to exist perpetually.
7. It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

8. The name and address of the Incorporator is: Gregory D. Smith, P. O. Box 434, Bridgeville, Pennsylvania 15017-0434.

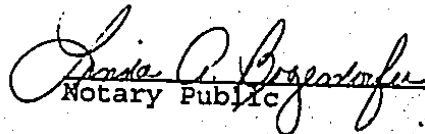
Dated: November 12, 1996


Gregory D. Smith, Incorporator

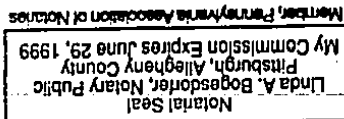
COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF ALLEGHENY) :

I hereby certify that on this day before me, Linda A. Bogesdorfer, a notary public duly authorized in the Commonwealth and County last aforesaid, to take acknowledgments, personally appeared Gregory D. Smith, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the uses and purposes expressed therein.

WITNESS my hand and official seal in the County and Commonwealth named above, this 12th day of November, 1996.


Notary Public

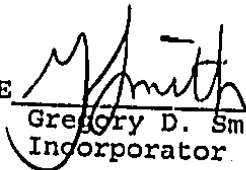
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.325, Florida Statutes, the following is submitted first that SMITH DINNEN, INC., with its place of business at 750 South Ocean Boulevard, Boca Raton, Florida 33432, has named Harold M. Smith, located at 750 South Ocean Boulevard, in the City of Boca Raton, State of Florida 33432, as its agent to accept service of process within Florida.

SIGNATURE



Gregory D. Smith,
Incorporator

DATE:

Nov 12, 96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE


Harold M. Smith, Agent

DATE

Nov-25-96

FILED
96 DEC -4 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA