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December 10, 1996

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

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Re: TreasureSmith, Inc.

Dear Secretary:

Enclosed please find the original and one copy of the Articles of Incorporation and the Certificate and Acknowledgment of Registered Agent together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


Donnie Pickard

TreasureSmith, Inc.
(name of corporation)

Mailing Address of Corporation
1438 Brickell Avenue
Miami, Florida 33131

Telephone Number
(305) 372-1200

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

TreasureSmith, Inc.

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SECRETARY OF STATE
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 - CORPORATE NAME

The name of the corporation is: TreasureSmith, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1000) of one dollar (\$1.00) par value Common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

Bonnie Pickard
3689 Loquat Avenue
Coconut Grove, Florida 33133

The principal office and mailing address of the corporation is:

TreasureSmith, Inc.
1438 Brickell Avenue
Miami, Florida 33131

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

1. Bonnie Pickard	3689 Loquat Avenue	Coconut Grove, Florida 33133
2. Arthur Smith	3689 Loquat Avenue	Coconut Grove, Florida 33133

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

- | | | |
|-------------------|--------------------|------------------------------|
| 1. Bonnie Pickard | 3689 Loquat Avenue | Coconut Grove, Florida 33133 |
| 2. Arthur Smith | 3689 Loquat Avenue | Coconut Grove, Florida 33133 |

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10th day of December, 1996.



Bonnie Pickard

✓ 

Arthur Smith

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

TreasureSmith, Inc.

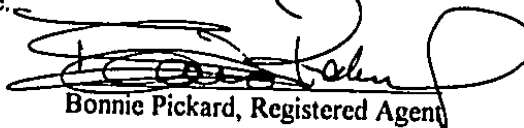
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

**1438 Brickell Avenue
Miami, Florida 33131**

has named **Bonnie Pickard** located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Bonnie Pickard, Registered Agent

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TALLAHASSEE, FLORIDA