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REPLY TO:

Orlando

January 21, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/24/97--01101--011
****122.50 ****122.50

Re: Strategic Management Advisory Group, Inc.

Dear Sir/Madam:

Enclosed please find the following documents pursuant to the incorporation of the above referenced company:

1. The executed Articles of Incorporation;
2. Copy of the executed Articles of Incorporation to be certified and returned and;
3. A check in the amount of \$122.50 to cover filing fee and certified copy.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,



Christine A. Capozza
Corporate Staff Assistant

CAC:
Enclosures

F. CHESNOR JAN 30 1997



WINDERWEEDLE
HAINES WARD
& WOODMAN, P.A.



FILED
97 JAN 24 PM 12:03
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE STRATEGIC MANAGEMENT ADVISORY GROUP, INC.

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

THE STRATEGIC MANAGEMENT ADVISORY GROUP, INC.

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Corporate Office;
Initial Registered Office and Agent

The street address of the initial corporate office and initial registered office of this Corporation is 250 Park Avenue South, 5th Floor, Winter Park, Florida 32789 and the name of the initial registered agent of this Corporation at that address is William A. Walker II. The mailing address of the initial corporate office and registered office of this Corporation is P.O. Box 880, Winter Park, Florida 32790-0880.

FILED
JAN 24 PM 12:03
TALLAHASSEE, FLORIDA

ARTICLE VI - Directors

A. The initial number of Directors of this Corporation shall be one (1).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than one (1).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
Ronald G. Powers	250 Park Avenue South 5th Floor Winter Park, FL 32789

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

Name

Address

William A. Walker II

250 Park Avenue South
5th Floor
Winter Park, Florida 32789

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of January, 1997.



William A. Walker II

STATE OF FLORIDA

COUNTY OF ORANGE

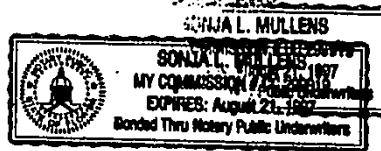
The foregoing instrument was acknowledged before me this 9th day of January, 1997, 8
William A. Walker II. (He is personally known to me) or has produced _____
as identification and [did/did not] take an oath.

Sonja L. Mullens
NOTARY SIGNATURE

Sonja L. Mullens
NOTARY NAME PRINTED

Notary Public

My Commission Expires: 8/12/97



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of
The Strategic Management Advisory Group, Inc.

William A. Walker II
William A. Walker II