

P 97 0000 16500

February 12, 1997

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

400002089154--1
-02/17/97--01044--017
****122.50 ****122.50

RE: SMC FINANCIAL SERVICES

Dear Sir or Madam:

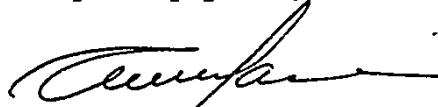
Enclosed please find the original and one copy of the
Articles of Incorporation of:

SMC FINANCIAL SERVICES

together with my check in the amount of \$122.50 representing
payment for recording the above Corporation.

On approving these Articles, please file same as
appropriate, certify a copy thereof, and return to me in the
envelope herein provided.

Very truly yours,



Alberto Ramirez

/Encl.

RECEIVED FEB 24 1997

97 FEB 17 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

OF

SMC FINANCIAL SERVICES *INC.*

FILED

97 FEB 17 AM 8:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is:

SMC FINANCIAL SERVICES *INC.*

2500 S.W. 107th Avenue, #37, Miami, Florida 33165

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new

stock of this Corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street of the initial registered office of this Corporation is 2500 S.W. 107th Avenue, #37, Miami, Florida 33165 and the name of the initial registered agent of this Corporation at that address is Alberto Ramirez.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) 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 two. The name and address of the initial directors of this Corporation is:

ALBERTO RAMIREZ, 8861 S.W. 17th Street, Miami, Fl. 33165

ORLANDO PENICHET, 6904 S. W. 104th Court, Miami, Fl. 33173

MIRIAN E. DOMINGUEZ, 8861 S.W. 17th Street, Miami, Fl. 33165

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is: ALBERTO RAMIREZ, 2500 S. W. 107th Avenue, Miami, Florida 33165

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following person and in the amount opposite his name:

ALBERTO RAMIREZ	500
ORLANDO PENICHET	100
MIRIAN E. DOMINGUEZ	400

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all other shareholders and this Corporation.

ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is not less than (\$1,000.00) ONE THOUSAND DOLLARS.

ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of, the shareholders of this Corporation.

ARTICLE XIV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV - DIRECTORS RESIDENCY AND COMPENSATION

Directors of this Corporation must be residents of the State of Florida.

The shareholders of this Corporation shall have the exclusive authority to fix the compensation of directors of this Corporation.

ARTICLE XVI - INITIAL DIRECTORS

The name and street address of the members of the first Board of Directors are:

ALBERTO RAMIREZ, 8861 S.W. 17th Street, Miami, Fl. 33165

ORLANDO PENICHET, 6904 S.W. 104th Court, Miami, Fl. 33173

MIRIAN E. DOMINGUEZ, 8861 S.W. 17th Street, Miami, Fl. 33165

ARTICLE XVII - REMOVAL OF DIRECTORS

The shareholders of this Corporation shall be entitled to remove any director from office during his term.

ARTICLE XVIII - LIMITATION ON POWERS OF COMMITTEE

In addition to other limitations imposed by law, no committee of directors of this Corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XIX - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of

all of directors present, or, if a director or directors have abstain from voting, shall be the act of the Board of Directors.

ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XXI - REDUCTION IN STATED CAPITAL

The stated capital of this Corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XXII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.


ARTICLE XXIII - SUB-CHAPTER "S" AND 1244 STOCK

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code, Section 1372 (a) and to be treated as a "Small Business Corporation" and the Plan to issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this Corporation.

ARTICLE XXIV - AMENDMENT

This Corporation serves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation, this 12 day of February, 1997.


ALBERTO RAMIREZ
Signing as subscriber and accepting the designation as registered agent.

STATE OF FLORIDA
COUNTY OF DADE

FILED
FEB 17 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Alberto Ramirez, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 12th day of February, 1997.


NOTARY PUBLIC - STATE OF FLORIDA

My Commission expires:



JULIO ESQUENAZI
My Commission CC484881
Expires Jan. 23, 1999