

PHILIP KREUTZER, CPA, PA
CERTIFIED PUBLIC ACCOUNTANT

13554 BRISTLECONE CIRCLE
ORLANDO, FLORIDA 32828

PHILIP KREUTZER, CPA, MBA

TELEPHONE (407) 382-4267
FAX (407) 382-6428

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February 25, 1997

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*****122.50 *****122.50

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

Dear Ms. Mortham;

Enclosed please find a check for \$122.50 to cover the various fees and appropriate taxes for incorporating under the name Kirkman Systems, Inc.

Respectfully yours,

Philip Kreutzer

Philip Kreutzer, CPA
13554 Bristlecone Circle
Orlando, FL 32828

EFFECTIVE DATE
2-25-97

FILED
97 FEB 24 PM 3:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2/28

ARTICLES OF INCORPORATION
OF
Kirkman Systems, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators make, subscribe, acknowledge, and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

EFFECTIVE DATE
2-25-97

ARTICLE I: NAME

The name of this Corporation is **Kirkman Systems, Inc.**, with a principal office and mailing address of 7250 S. Kirkman Rd., Suite 100, Orlando, FL 32819.

ARTICLE II: TERMS OF EXISTENCE

This Corporation shall commence as of February 25, 1997 and shall have perpetual existence.

ARTICLE III: NATURE OF BUSINESS

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

ARTICLE IV: CAPITAL STRUCTURE

The total number of shares of capital stock authorized to be issued by the Corporation will be one thousand (1,000) shares of common stock of the same class, having a par value of no par per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 7250 S. Kirkman Rd., Suite 100, Orlando, FL 32819; and the name of the initial registered agent of this Corporation at that address is Fadi T. Semaan. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VI: BOARD OF DIRECTORS

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The name and street address of the initial Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the Laws of the State of Florida, shall hold office until the first annual meeting of the Shareholders or until his successor is elected and qualifies, or until his resignation, removal from office, or death is:

Fadi T. Semaan
7250 S. Kirkman Rd., Suite 100
Orlando, FL 32819

ARTICLE VIII: INCORPORATORS

The name and address of the incorporator of these Articles of Incorporation is:

Fadi T. Semaan
7250 S. Kirkman Rd., Suite 100
Orlando, FL 32819

ARTICLE IX: BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors or the Shareholders.

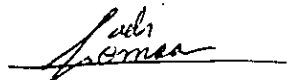
ARTICLE X: INDEMNIFICATION

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

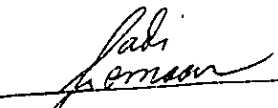
ARTICLE XI: AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment hereto, any right conferred upon the Shareholders are subject to this resolution.

IN WITNESS WHEREOF, the Incorporators have executed these
Articles this 21st day of February, 1997.

X 
Fadi T. Semaan

Having been named to act as Registered Agent for the above
named Corporation, at the place designated in the foregoing
Articles of Incorporation, 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.

X 
Fadi T. Semaan
Registered Agent
Kirkman Systems, Inc.
February 25, 1997

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Smoke Affair, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
260 S.W. 11th Court
Pompano Beach, Florida 33060

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

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SECRET
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Jean Emond

260 S.W. 11th Court, Pompano Beach, Florida 33060

ARTICLE VII - INCORPORATOR

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

Filings, Inc., a Florida Corporation

3732 N.W. 16th Street

Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE 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 IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: February 28, 1997

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman
Incorporator

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 607.0501, Florida Statutes, the following is submitted:

First that Smoke Affair, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: February 28, 1997

Teresa Roman
Teresa Roman, Incorporator

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 28, 1997

Filings, Inc.
by Teresa Roman, Vice-President

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97 FEB 28 PM 2:58
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
NORTH DAVENPORT, FLORIDA