

P970000027018

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

97 MAR 26 AM 10:12

FILED
TALLAHASSEE, FLORIDA

AL MAR 20

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN
Will Pick Up 3/26 12:00

RE: Smcha Corp.

	C.O. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
✓ () Cert. Copy(s)		
Art. of Amend. Filing		
Dissolution/Withdrawal		
C U S-		
Fictitious Name Filing		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filing		
UCC 11 Search		
UCC 11 Retrieval		
Filing No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
SMCHA CORP.**

FILED
97 MAR 26 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is SMCHA Corp. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The mailing and street address of the initial registered office of this Corporation is 2665 South Bayshore Drive, Suite 1004, Coconut Grove, Florida 33133; and the name of the initial registered agent of this Corporation is Jeffrey E. Levey.

ARTICLE V - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of this Corporation is 3770 Chase Avenue, Miami Beach, Florida 33140.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have (2) initial directors. The number of directors may be either increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

David Dardashti
3770 Chase Avenue
Miami Beach, Florida 33140

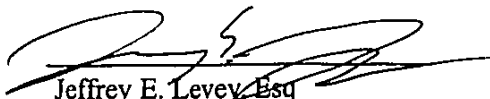
Hillel Bronstein
16 West 36th Street
New York, NY 10018

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Jeffrey E. Levey, Esquire
Jeffrey E. Levey, P.A.
2665 South Bayshore Drive
Suite 1004
Coconut Grove, Florida 33133

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of March, 1997.


Jeffrey E. Levey, Esq
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

MAR 26 AM 10:13

**SEVENTH JUDICIAL CIRCUIT
JALL AREA 5611 FLORIDA**

WITNESSETH:

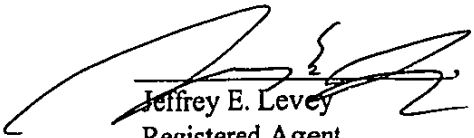
That SMCHA Corp. (the "Corporation"), desiring to organize under the laws of the State of Florida, has named Jeffrey E. Levey as its agent to accept service of process within this state.

SMCHA Corp.
2665 South Bayshore Drive
Suite 1004
Coconut Grove, Florida 33133

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further, agrees 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 607.0505, Florida Statutes.

Dated this 20th day of March, 1997.


Jeffrey E. Levey
Registered Agent