

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 \$

RE: Smok'um Joe's Inc.

FEE DISBURSED

Corp. Cross

of Inc. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

() Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate KII

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File 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

REQUEST TAKEN CONFIRMED APPROVED

DATE 5-7-97

TIME 12:37

BY DR

WALK-IN
Will Pick Up

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
SMOK'UM JOE'S. INC.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is Smok'um Joe's, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designed as "Common Shares". All of said stock shall be payable in cash, property (real or personnel) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

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

ARTICLE V - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

FILED
MAY - 7
PM 3:44
CLERK OF DISTRICT COURT
JULIA A. BROWN, CLERK
TALLAHASSEE, FLORIDA

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata 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 PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1407 SW 1st Way, Deerfield Beach, FL. 33441 and the name of the initial registered agent of this corporation is Cynthia A. Wisell, whose address is 1407 SW 1st Way, Deerfield Beach, Florida 33441.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall be majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is Cynthia A. Wisell, 1407 SW 1st Way, Deerfield Beach, Florida 33441, Joseph Cuce Sr 288 Burgundy, Building F, Delray Beach, FL. 33443 and Joseph Cuce Jr., 288 Burgundy, Building F, Delray Beach, FL. 33443.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is: Cynthia A. Wisell, 1407 SW 1st Way, Deerfield Beach, Florida 33441.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or majority thereof, and any director of this corporation who is also a director or and officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of May, 1997.

Subscribe Cynthia Q. Wisell

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments is the State and County set forth above, personally appeared Cynthia A. Wisell, who are personally known to me or who produced a Florida Drivers License as identification and who did not take an oath, have executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of May, 1997.

Patricia A. Percy
Notary Public, State of Florida



PATRICIA A PERCY
My Commission CC506095
Expires Oct 26, 1999

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First - The Smok'um Joe's, Inc. desiring to organize under the laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation, at 1407 SW 1st Way, City of Deerfield Beach, County of Broward, State of Florida has named 1407 SW 1st Way, Deerfield Beach, Florida 33441, City of Deerfield Beach, County of Broward, State of Florida, as its agent to accept services of process with the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Cynthia Q. Wines
Resident Agent

and up

FILED
97 MAY -7 PM 3:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA