

LAW OFFICES OF  
LAWRENCE H. FEDER  
ATTORNEY AT LAW

HOLLYWOOD: 954 • 923-4477

LAWRENCE H. FEDER  
ATTORNEY AT LAW  
FLORIDA & NEW YORK BAR

FORT LAUDERDALE: 954 • 523-3000

MIAMI: 305 • 947-3838

2450 HOLLYWOOD BL  
MIAMI, FL 33133

OCALA: 352 • 282-1038

FAX: 954 • 923-4477

May 20, 1997

Attorney's Title Insurance Fund, Inc.  
660 East Jefferson Street  
Suite 200  
Tallahassee, FL 32301

Attention: Barbara

Re: SMX SERVICES & CONSULTING, INC.

Dear Barbara:

In connection with the above styled matter enclosed herewith please find the original and one copy of the Articles of Incorporation of SMX SERVICES & CONSULTING, INC. together with my check in the amount of \$122.50 to cover the costs for same (including certified copy).

Additionally, I have enclosed my check for \$10.00 payable to your order for a walk-over filing.

After you have filed same, kindly furnish one copy back to the undersigned using the enclosed Federal Express address label with my account number.

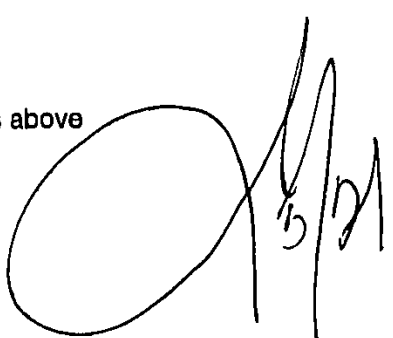
If you have any questions regarding this matter, please feel free to call this office.

Sincerely yours,

Lawrence H. Feder

LHF: ar

Enclosures - as above



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**ARTICLES OF INCORPORATION**  
**OF**  
**SMX SERVICES & CONSULTING, INC.**

97 MAY 21 PM 3:50  
FILED

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.161, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

**ARTICLE 1. NAME OF CORPORATION**

The name of the corporation is and shall be: **SMX SERVICES & CONSULTING, INC.**

**ARTICLE II. GENERAL PURPOSE OF CORPORATION**

The general purpose for which this corporation is being initially organized are as follows:

- (1) The transaction of any and all lawful business for

which corporations may be organized to transact under

Chapter 607, Florida General Corporation Act;

- (2) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE III. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation shall be at:

1609 Barcelona Way, Weston, Florida 33327 with the privilege of having additional offices at other places within or without the State of Florida, and within or without the United States of America.

**ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the corporation shall be at: 1609 Barcelona Way, Weston, Florida 33327 and its initial registered agent at such address shall be: **RICHARD QUEVEDO.**

<u>NAME</u>	<u>ADDRESS</u>
<u>Richard Quevedo</u>	<u>1609 Barcelona Way</u>
_____	<u>Weston, FL 33327</u>
_____	_____

**ARTICLE VI. CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be 1000 shares of common stock at \$1.00 per value. There shall be only one class of shares.

**ARTICLE VII. STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION**

The amount of capital with which the corporation shall commence business shall be not less than \$500.00. Each incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

<u>NAME OF INCORPORATOR</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
<u>Richard Quevedo</u>	<u>1000</u>	<u>1.00</u>
_____	_____	_____
_____	_____	_____

**ARTICLE VIII. INCORPORATORS**

The names and address of each incorporator is as follows:

<u>NAME OF INCORPORATOR</u>	<u>ADDRESS</u>
<u>Richard Quevedo</u>	<u>1609 Barcelona Way</u>
_____	<u>Weston, Florida 33327</u>

**ARTICLE IX. PREEMPTIVE RIGHTS OF STOCKHOLDERS**

Every stockholder upon the sale for cash of any new stock shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

**ARTICLE X. NUMBER OF DIRECTORS**

The board of directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time by affirmative vote of a majority of the

## **ARTICLE XII. QUALIFICATIONS AND COMPENSATION OF DIRECTORS**

Directors need not be residents of the State of Florida or shareholders, but shall be citizens of the United States of America. The compensation of the members of the board of directors shall be fixed by the shareholders.

## **ARTICLE XIII. REMOVAL OF DIRECTORS**

Any or all directors may be removed in accordance with the provisions of Section 607.117, Florida Statutes.

## **ARTICLE XIV. EXECUTIVE COMMITTEES**

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have and may exercise all of the authority of the board of directors, except such acts set forth in Section 607.127, Florida Statutes.

## **ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING**

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed into the minutes of the proceedings of the board of directors or of the committee. Such consent shall have the same effect as a unanimous vote.

## **ARTICLE XVI. AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.181, Florida Statutes.

## **ARTICLE XVII. GENERAL POWERS**

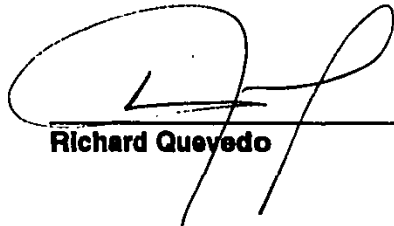
This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.011, Florida Statutes.

## **ARTICLE XVIII. OFFICERS**

The officers of this corporation shall consist of a president, a secretary, and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

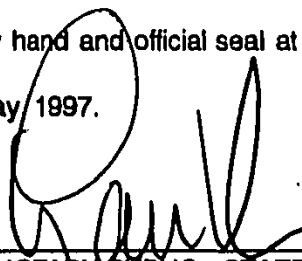
IN WITNESS WHEREOF, I have hereunto set our hands and seals this 20th day of May, 1997.

  
Richard Quevedo

STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF BROWARD )

Personally appeared before me, the undersigned authority, Richard Quevedo, to me well known as the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at \_\_\_\_\_, Hollywood in said County and State, this 20th day of May 1997.

  
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:

(SEAL)



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

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

First, that **SMX SERVICES & CONSULTING, INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated at Article III of the within Articles of Incorporation, at

1609 Barcelona Way

Weston, Florida 33327

has named: Richard Quevedo

located at: 1609 Barcelona Way, Weston, Florida 33327

as its agent to accept Service of Process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept Service of Process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**REGISTERED AGENT**

97 MAY 21 PM 3:50  
STATE  
TALLAHASSEE