

Bryant's Accounting Service

Specializing In Small Business Administration

847 N.W. 119 St., Suite 205, North Miami, Fla. 33168

Telephone: (305) 685-5918 · Fax: (305) 685-3868

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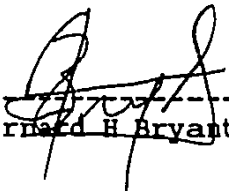
Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee FL, 32314

RE: SMART MANAGEMENT COMPANY INC.

Enclosed please find original and one copy of
Articles of Incorporation of SMART MANAGEMENT COMPANY
along with my check of \$122.50

Please file this original as record and return
a certified copy. Thank you very much for your
corporation in this matter.

Sincerely,



Bernard H Bryant

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APR 11

W97-7489

FILED
APR 12 1997
PM 12:32
TALLAHASSEE
FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 1, 1997

BRYANT'S ACCOUNTING SERVICE
847 N.W. 119 STREET
SUITE 205
NORTH MIAMI, FL 33168

SUBJECT: SMART MANAGEMENT COMPANY, INC.
Ref. Number: W97000007489

We have received your document for SMART MANAGEMENT COMPANY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 197A00016295

ARTICLE OF INCORPORATION

OF

SMART MANAGEMENT ENTERPRISES INC.

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97 JUN -9 PM 12:32
TALLAHASSEE
FLORIDA

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:
SMART MANAGEMENT ENTERPRISES INC.

ARTICLE II

NATURE OF BUSINESS:

(a) The general nature of the business of the corporation to be conducted by the corporation shall be to import & export any related activities related to cellular goods.

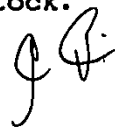
(b) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by this corporation, or any other person, firm or company.

(c) To purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of or invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(d) To conduct business in, have one or more offices in, the State of Florida and in all other states and countries, to buy, to hold, mortgage, sell, convey, lease, or otherwise dispose of franchise, patents, copyrights, trademarks and licenses.

(e) To conduct debts and borrow money, issue or sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, of or any bonds, security or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, power, privileges of ownership, including the right to vote on such stock.

A handwritten signature, possibly "J. B.", is written in the bottom right corner of the page.

(g) To purchase the corporate assets of any other corporation and engage in the same nature or character of business.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation shall be 2,000 shares at \$1.00 par value each, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor or service at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than Two Thousand Dollars (\$2,000.00).

ARTICLE V

The number of directors of this corporation shall not be less than one (1) nor more than three (3).

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year, or until their successors are chosen, shall be.

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
FERNANDO A.B. CASTILHO	PRESIDENT TREASURER	9762 N.W. 29TH TERR. MIAMI FLORIDA 33172
ROSENY K. CASTILHO	VICE PRESIDENT SECRETARY	9762 N.W. 29TH TERR. MIAMI FLORIDA 33172

ARTICLE VIII

SUBSCRIBER: The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take, and the value of the consideration therefore, is:

FERNANDO A.B. CASTILHO	9762 N.W. 29TH TERR MIAMI FLORIDA 33172	1000 Shares at \$1.00 par
ROSENY K. CASTILHO	9762 N.W. 29TH TERR MIAMI FLORIDA 33172	1000 Shares at \$1.00 par

ARTICLE IX

INITIAL REGISTERED AGENT: The street address of the initial registered office is 8500 NW 70TH STREET MIAMI FLORIDA 33166 and the name of the initial registered agent of this corporation is FERNANDO A.B. CASTILHO. The registered office address and the corporate office mailing address are one and the same as above.

ARTICLE X

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 holder of the outstanding common shares.

ARTICLE XI

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 XII

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

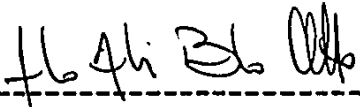
ARTICLE XIII

AMENDMENTS: These Articles of Incorporation can be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors proposed to them by the stockholders and approved at a stockholder meeting by a majority of the stock entitled to vote.

ARTICLE XIV

STOCKHOLDER AGREEMENTS: Stockholders of this corporation may enter into such stockholders and trustees agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders and trustees agreements. 

IN WITNESS WHEREOF, we have hereunto set our
hands and seals and caused to be filed in the office of the
Secretary of State, these Articles of Incorporation.


----- (SEAL)
FERNANDO A.B. CASTILHO


----- (SEAL)
ROSENY K. CASTILHO

ACCEPTANCE OF REGISTERED AGENT

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, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES
RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE: _____

REGISTERED AGENT

DATE: _____

FILED
97 JUN -9 PM 12:32


TALLAHASSEE
FLORIDA

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority,
personally appeared FERNANDO A.B. CASTILHO and ROSENY K. CASTILHO
who acknowledged before me that they signed the foregoing Articles
of Incorporation, that they signed for the purposes therein
expressed, freely and voluntarily.

WITNESS my hand and official seal at Miami, Dade
County, Florida, on this ²⁶ day of MARCH, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

