

P97000067850

July 16, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -4 AM 9:45

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: SMART BUYERS, INC.

700002256117--2
-08/04/97--01047--011
***122.50 ***122.50

Gentlemen:

Enclosed please find Original and one copy of the Articles of Incorporation as well our check in the amount of \$122.50 to cover the applicable filing fees.

It would be appreciated also; if you would provide us with a certified copy of same. Please find enclosed a self-addressed stamped envelope for your convenience.

Thanking you in advance for your kind assistance in this matter.
We remain,

Very truly yours,

Victor M. Gatell

VMG/ligd

SMART BUYERS, INC.
Victor M. Gatell, Jr.
3077 NW 82 Avenue
Miami, FL 33122

8.6.97

ARTICLES OF INCORPORATION

FILED
ARTICLES OF INCORPORATION
97 AUG -4 AM 9:45
ARTICLE I - EXECUTION: Undersigned hereby execute(s) and acknowledge(s) these Articles of Incorporation, in order to organize, and incorporate a business for profit, under the Corporate name (*1) and at the initial business address (*2) stated in ARTICLE XIII.

ARTICLE II - PURPOSE(S) AND OBJECT(S): The Corporation is formed, pursuant to the specific Law (*3) and for the purpose(s) or object(s) of (*4) stated in ARTICLE XIII. The Corporation may engage in the stated business or specific profession and in any other transaction or business, permitted under the Laws of the United States and of this State.

ARTICLE III - DURATION: The duration of this Corporation shall be perpetual. Corporate existence shall commence (*5) stated in ARTICLE XIII, provided that all of the requirements of the Law are met.

ARTICLE IV - REGISTERED OFFICE - AGENT: The name of the Registered Agent (*6) and the street address of the Registered Office (*7) are stated in ARTICLE XIII.

ARTICLE V - NUMBER OF DIRECTORS: The number of Directors constituting the initial Board of Directors, (*8) if any, are stated in ARTICLE XIII. The number of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws.

ARTICLE VI - SHARES: The number of authorized shares (*9), whether such shares shall be Par Value or No Par Value (*10) and the class of shares which are authorized (*11) are stated in ARTICLE XIII.

ARTICLE VII - INCORPORATOR(S) AND DIRECTOR(S): The name and address of each Incorporator (*12) and the name and address of each Member of the Board of Directors (*13) are stated in ARTICLE XIII.

ARTICLE VII - BROADEST POWERS; INCORPORATION BY REFERENCE: The Corporation shall have the broadest powers to do any and all things necessary, suitable, convenient, or proper for the accomplishment of any of the Purposes or the attainment of any of the Objects enumerated, or which, at any time, appear conducive or expedient for the protection or benefit of the Corporation either as holder of, or as to its interest in, any property or otherwise, with all the powers now or hereafter conferred, by the Laws of this State, upon Corporations incorporated hereunder.

ARTICLE IX - INDEMNIFICATION: The Corporation shall indemnify and hold harmless, any Party to a threatened, pending or completed action, suit, or proceeding, arising out of contract (as distinguished from tort), other than an action by, or in the right of, the Corporation, because he/she is or was a Director or Executive Officer thereof, against expenses (including attorney's fees), judgments and amounts paid in settlement, actually and reasonably incurred in connection therewith, including appeals thereof, if he/she acted in good faith and in a manner, he/she reasonably believed to be in, and not opposed to, the best interest of the Corporation.

ARTICLE X - GENERAL: A. Shareholders shall not have a preemptive right to acquire unissued or treasury shares of the Corporation or its securities that are convertible into, or carry a right to subscribe to or acquire shares, unless otherwise stated (*14) in ARTICLE XIII.
B. Cumulative voting shall not be permitted unless otherwise stated (*15) in ARTICLE XIII.

ARTICLE XI - ACCEPTANCE BY REGISTERED AGENT: The Party named (Individual or Corporation) (*6) in ARTICLE XIII agrees: To act as Registered Agent, and as such, to accept Service of Process; to keep the Registered Office open during the hours prescribed by Law; and to post such Agent's name and the name of any other Officers of the Corporation authorized by Law to accept Service of Process, at the address stated in this State, in some conspicuous place in the Registered Office, as required by Law.

ARTICLE XII - SPECIAL PROVISIONS: Special Provisions are stated at (*16) in ARTICLE XIII.

ARTICLE XIII - INDEX

(*1)	SMART BUYERS, INC.	:Name	FILED SECRETARY OF STATE DIVISION OF CORPORATIONS
(*2)	3077 NW 82 Avenue Miami, Fl. 33122	:Address	97 AUG -4 AM 9:45 I
(*3)	General Incorporation Act	:Applicable Statute of Incorporation	II
(*4)	To do any and all things not contrary to the Laws of the United States nor the State of Florida.	:Specific Business or Licensed-Certified Professional	II
(*5)	Upon filing of these Articles of Incorporation	:Commencement of Corporate Existence	III
(*6)	VICTOR M. GATELL, JR.	:Name of Registered Agent	IV
(*7)	3077 NW 82 Avenue Miami, Fl. 33122	:Address of Registered Office	IV
(*8)	Two	:Number of Initial Directors	V
(*9)	One Thousand (1,000)	:Number of Authorized Shares	VI
(*10)	One Dollar (\$1.00)	:\$ Par Value or No Par Value	VI
(*11)	Common-Voting	:Class of Shares	VI
(*12)	VICTOR M. GATELL, JR. 224 S. Ocean Shores Drive / Key Largo, Fl. 33037 AGUSTIN VERGARA 10860 SW 116 Street / Miami, Fl. 33176	:Name and Address of each Incorporator	VII
(*13)	VICTOR M. GATELL, JR. 224 S. Ocean Shores Drive / Key Largo, Fl. 33037 AGUSTIN VERGARA 10860 SW 116 Street/ Miami, Fl. 33176	:Name and Address of each Member of Initial Board of Directors	VII
(*14)	-----	:Preemptive Rights	X
(*15)	-----	:Cumulative Voting	X
(*16)	-----	:Special Provisions	XII

(*6) *Victor M. Gattell, Jr.*
Acceptance by Registered Agent XI
VICTOR M. GATELL, JR.

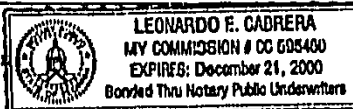
Victor M. Gattell, Jr.
VICTOR M. GATELL, JR. INCORPORATOR

Agustin Vergara
AGUSTIN VERGARA INCORPORATOR

STATE OF Florida)
COUNTY OF Dade)

The foregoing instrument was acknowledged before me on July, 1997 by
VICTOR M. GATELL, JR. and AGUSTIN VERGARA

My Commission Expires



[Signature]
NOTARY PUBLIC, State of Florida