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DURLAND & COMPANY

CERTIFIED PUBLIC ACCOUNTANTS

A PROFESSIONAL ASSOCIATION
340 ROYAL PALM WAY, SUITE 201
PALM BEACH, FL 33480
(561) 822-9995 • FAX 822-9942

STEPHEN H. DURLAND, CPA*

NARDA E. BUTNER, CPA

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*ALSO CERTIFIED IN CA, GA, LA,
MA, MD, MS, NJ, NC, SC, TX, WI
**ALSO CERTIFIED IN WA

MEMBERS OF
AMERICAN INSTITUTE OF CPAs
SEC PRACTICE SECTION
TAX DIVISION
FLORIDA INSTITUTE OF CPAs

July 23, 1997

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

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-07/25/97--01104-012
*****122.50 *****122.50

Re : Smart Health Enterprises, Inc.

Gentlemen:

Enclosed you will find Articles of Incorporation for Smart Health Enterprises, Inc. to be filed. Also enclosed is a check in the amount of \$122.50 which represents the following:

\$35.00	Filing fee
\$35.00	registered agent fee
\$52.50	certified copy fee

Please return the certified copies to Durland & Company, Attention Narda E. Butner, 340 Royal Palm Way, Suite 201, Palm Beach, Florida 33480.

If you have any questions or require additional information, please call me at 561-822-9995.

Sincerely,

Narda E. Butner

Narda E. Butner
Certified Public Accountant

Enclosures

FILED
97 July 25 AM 11:39
STATE
TALLAHASSEE, FLORIDA

-nc 8/6/97

DURLAND & COMPANY

CERTIFIED PUBLIC ACCOUNTANTS

A PROFESSIONAL ASSOCIATION
340 ROYAL PALM WAY, SUITE 201
PALM BEACH, FL 33460
(561) 822-9995 • FAX 822-9942

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MEMBERS OF
AMERICAN INSTITUTE OF CPAs
SEC. PRACTICE SECTION
TAX DIVISION
FLORIDA INSTITUTE OF CPAs

August 4, 1997

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

Re: Smart Health Enterprises, Inc.
Ref. Number: W97000017280

Dear Department:

Enclosed is the revised Articles of Incorporation for Smart Health Enterprises, Inc. to be filed. We had submitted the documents earlier with incorrect registered agent information.

Please return the certified copy to Durland & Company, CPAs, attention Narda E. Butner at the following address:

340 Royal Palm Way, Suite 201
Palm Beach, Florida 33480

If you have any questions or require additional information, please call me at (561) 822-9995.

Sincerely,



Narda E. Butner,
Certified Public Accountant

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1997

NARDA E. BUTNER
DURLAND & COMPANY
340 ROYAL PLAM WAY, SUITE 201
PALM BEACH, FL 33480

SUBJECT: SMART HEALTH ENTERPRISES, INC.
Ref. Number: W97000017380

We have received your document for SMART HEALTH ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of 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 (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 197A00038088

ARTICLES OF INCORPORATION
OF
SMART HEALTH ENTERPRISES, INC.

FILED
97 Jul 25 AM 11: 39
SEC. OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be : SMART HEALTH ENTERPRISES, INC. The principal place of business of this corporation shall be 200 Everglade Avenue, Villa, A-1, Palm Beach, Florida 33480

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 200 Everglade Avenue, Villa A-1, Palm Beach, Florida 33480, and the name of the registered agent of the corporation at that address is Donna Pearson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI : DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VII : INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Donna Pearson
200 Everglade Avenue, Villa A-1
Palm Beach, Florida 33480

ARTICLE VIII : EFFECTIVE DATE

The corporation shall commence its existence on August 1, 1997.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 1 day of August, 1997.

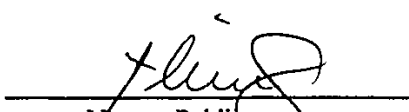

Donna Pearson

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

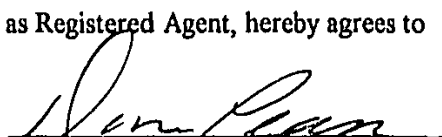
The foregoing instrument was acknowledged before me this 1 st day of August 1997, by Thomas Victory, Jr., who is personally known to me or who has produced a valid driver's license as identification, driver's license # PC25467-43-556 and who (did/did not) take an oath.



THOMAS VICTORY JR
My Commission CC337071
Expires Dec. 22, 1997
Bonded by HAI
800-422-1555


Notary Public

Donna Pearson, having been designated to act as Registered Agent, hereby agrees to act in this capacity.


Donna Pearson

FILED
97 JUL 25 AM 11:4
TALLAHASSEE, FLORIDA