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KILLGORE PEARLMAN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

KENNETH B. GARDNER
FRANK H. KILLGORE, JR.
KRISTINE R. KUTZ
MARK L. ORNSTEIN

940 HIGHLAND AVENUE
ORLANDO, FLORIDA 32803

POST OFFICE BOX 1913
ORLANDO, FLORIDA 32802-1913
TELEPHONE: (407) 425-1020
FAX: (407) 839-3635

CRAIG S. PEARLMAN
T. GREY SQUIRES
MARTIN F. STAMP

1 ALSO MEMBER OF DC & WEST VIRGINIA BAR
2 CERTIFIED CIRCUIT COURT MEDIATOR
3 ALSO MEMBER OF NEW YORK & TEXAS BAR

ROBERT M. STEENBERGH, P.A.
OF COUNSEL

September 3, 1997

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

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-09/05/97--01051--004
****122.50 ****122.50

Re: Smart Finance, Inc.

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.
Thank you.

Very truly yours,

KILLGORE PEARLMAN

Craig S. Pearlman
Craig S. Pearlman

CSP/se
Enclosures

SEP 8

BSB

FILED
SEP - 5 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SMART FINANCE, INC.

FILED
97 SEP -5 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SMART FINANCE, INC. and its principal place of business and mailing address is 3100 Clay Street, Suite 275, Orlando, FL 32804.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is SMART FINANCE, INC. and the name of the initial registered agent of this corporation at that address is 3100 Clay Street, Suite 275, Orlando, FL 32804.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Stuart A. Krmaer
3100 Clay Street, Suite 275
Orlando, FL 32804

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Stuart A. Kramer
3100 Clay Street, Suite 275
Orlando, FL 32804

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of August, 1997.


STUART A. KRAMER, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of August, 1997, by STUART A. KRAMER, who is personally known

to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC:

Sign: _____

Print: _____

Craig Stuart Pearlman
CRAIG STUART PEARLMAN

State of Florida at Large
My Commission Expires:

Commission No. _____



Craig Stuart Pearlman
My Commission CC638158
Expires May 23, 2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for SMART FINANCE, INC. hereby accepts such appointment this 29th day of August, 1997, and states that he/she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

Stuart A. Kramer
STUART A. KRAMER

FILED
97 SEP -5 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA