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FLEMING, HAILE & SHAW, P.A.
ATTORNEYS

THREE GOLDEN BEAR PLAZA, SUITE 300
11780 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408

Telephone: (561) 627-8100
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FILED

97 OCT 28 AM 9 54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

October 27, 1997 10-27-97

VIA FEDERAL EXPRESS - PRIORITY

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400002331554--8
-10/28/97--01056--007
*****70.00 *****70.00

Re: Articles of Incorporation - S.M.G.H., INC.

Dear Sir/Madam:

Enclosed is the original and one photocopy of the Articles of Incorporation for the above-referenced Corporation, along with our firm check in the amount of \$70.00 to cover the filing fee for same.

Thank you for your assistance in this matter.

Very truly yours,

FLEMING, HAILE & SHAW, P.A.

By: *Christy L Swendsen*
Christy L. Swendsen,
Legal Assistant

Enclosures

c: David M. Shaw, Esq.

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P. Mail 10-29-97
P. Mail OCT 29 1997

ARTICLES OF INCORPORATION
OF
S.M.G.H., INC.

FILED

97 OCT 28 AM 9:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

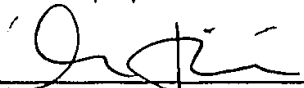
The undersigned, acting as the Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is S.M.G.H., INC.
2. The initial mailing address of the Corporation is:
11780 U.S. Highway One, Suite 300
North Palm Beach, Florida 33408
3. The Corporation shall have perpetual existence.
4. The general purpose or purposes for which the Corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
5. The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00), all of one class.
6. The address of the initial registered office of the Corporation is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408. The Registered Agent at that address is FHS Corporate Services, Inc., a Florida corporation.
7. The name of the Incorporator is Oren S. Tasini and his address is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
8. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.
9. The effective date of the Corporation shall be the date of the execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Florida Department of State within the time allowed by law.

EFFECTIVE DATE

10-27-97

IN WITNESS WHEREOF, the undersigned has this 27th day of October, 1997, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.



Oren S. Tasini, Incorporator

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Corporation. We are familiar with, and accept, the obligations of, Section 607.0505 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.,
a Florida corporation

By: _____

Oren S. Tasini,
Its Secretary

FILED
97 OCT 28 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

STATE OF FLORIDA

SS:

COUNTY OF PALM BEACH

BEFORE ME personally appeared Oren S. Tasini: who produced the following identification N/A; who is personally known to me; and who acknowledged before me that he executed the foregoing Articles of Incorporation as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at North Palm Beach, Florida, this 22th day of October, 1997.

SEAL:



JACQUELINE L. FLOURNOY
My Commission CC322372
Expires Jan. 22, 2000

Jacqueline L. Flournoy
Notary Public

Prepared By:
Oren S. Tasini, Fla. Bar Number 0766097
Fleming, Halle & Shaw, P.A.
11780 U.S. Highway One, Suite 300
North Palm Beach, Florida 33408
(561) 627-8100