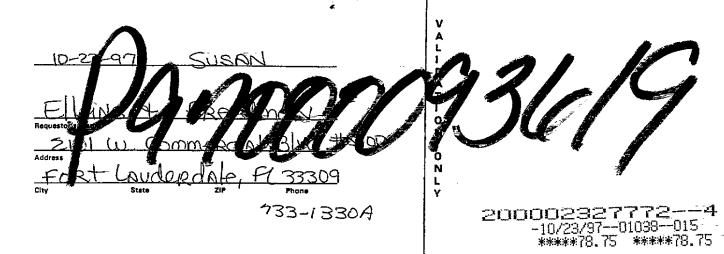
Charter Number Only



CORPORATION(S) NAME

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| | | ž. | RETORE |
| Profit NonProfit | () Amendment | () Merger | Toll Free: 1-800-432-3028 |
| () Foreign () Limited Partnership () Reinstatement () Certified Copy | () Dissolution () Annual Report () Reservation () Photo Copies | () Mark () Other () Change of Registered Certificate Under Sea | 27 d Agent 232 |
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CR2E031 (R8-85)



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 23, 1997

EMPIRE

MIAMI, FL

SUBJECT: SIMI MANAGEMENT ENTERPRISE, INC.

Ref. Number: W97000024166

We have received your document for SIMI MANAGEMENT ENTERPRISE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

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) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 097A00051720

97 OCT 31 MIN: 23 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION .

OF

SIMI MANAGEMENT ENTERPRISE INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is SIMI MANAGEMENT ENTERPRISE, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - 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 holders of the outstanding Common Shares.

ARTICLE V - TERM

This Corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law. ..

ARTICLE VI - 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 prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

| ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT |
|--|
| The street address and mailing address of the initia |
| principal office of this corporation is 638 N. U.S. Highway 1 Suite #131, Tequesta, Florida 33469 |
| and the name of the initial registered agent of this corporation |
| is, whose address is |
| 638 North US"Highway 1, Bules " |

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at Teast one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is Fanos Simon, Dr. 638 N. US Highway 1

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Fanos Simon, Dr. 638 N. US Highway 1
Suite #131, Tequesta, Florida 33469

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or

officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of

, 19 ,

XX & WW D

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

| FirstThat SIMI MANAGEMENT ENTERPRISE, INC. | ************************************** |
|--|--|
| desiring to organize under the laws of the State of Florida | |
| with its principal office, as indicated in the Articles | of |
| Incorporation, at City of Tequesta , County of Martin | <u>t.</u> |
| State of Florida , has named Fanos Simo | on, Dr. |
| located at 638 N. US Hwy 1, Suite #131 | |
| Tequesta, FL 33469 (Street address and number of building; post office box address not acceptable) | |
| City of Tequesta , County of Martin | |
| State of Florida, as its agent to accept service of process wi | th |
| the state. | |
| ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT) Having been named to accept service of process for to above corporation, at place designated in this certificate hereby accept to act in this capacity, and agree to comply the provision of said Act relative to keeping open said office. | I |
| DA DA | |
| By: xx Q (Sub Agent) | |