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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: SMOOTH ENTERPRISES, INC.

AUDIT NUMBER.....H97000018341

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SMOOTH RUNNING ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of this Corporation under the provisions of Chapter 607 of the Florida Statutes, as amended, adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is SMOOTH RUNNING ENTERPRISES, INC. hereinafter referred to as the "Corporation".

ARTICLE II: MAILING ADDRESS OF THE CORPORATION

The mailing address and principal address of the Corporation is at 20041 NW 14th Court, Miami, Florida 33169.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES OF THE CORPORATION

The purposes for which the Corporation is organized are to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Fifteen Thousand (15,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors

STANLEY B. LEWIS, ESQUIRE
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150
(305) 751-8934
FLA. BAR #: 0797022

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may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may include money or other property, which property shall be received as just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE VI: PRE-EMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of this Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 20041 NW 14th Court, Miami, Florida 33169, and MARTIN ANDERSON is the registered agent at that office.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The name and address of the initial Board of Directors of the Corporation is:

MARTIN ANDERSON
20041 NW 14th Court
Miami, FL 33169

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ARTICLE IX: INCORPORATOR

The name and address of the incorporator of the Corporation
is:

MARTIN ANDERSON
20041 NW 14th Court
Miami, FL 33169

IN WITNESS WHEREOF, I, the undersigned incorporator, have
signed these Articles of Incorporation on this 4 day of
November, 1997 and acknowledged the same to be my act.


MARTIN ANDERSON

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4th
day of November, 1997 by MARTIN ANDERSON, who personally
appeared before me at the time of notarization, and who is
personally known to me.

NOTARY PUBLIC

SIGN: 
STANLEY B. LEWIS



STANLEY B. LEWIS
My Commission CC407787
Expires Sep. 18, 1998
Bonded by HAI
800-422-1556

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**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:

First--That SMOOTH RUNNING ENTERPRISES, 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 Miami, County of Dade, State of Florida, has named MARTIN ANDERSON, located at 20041 NW 14th Court, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: Martin Anderson
MARTIN ANDERSON

DATED: 11-4-97

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TALLAHASSEE, FLORIDA

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