

**EDWARDS & CARSTARPHEN**  
A Partnership of Professional Associations  
Attorneys & Consultants

DEBORAH MORDECAI EDWARDS  
M. L. CARSTARPHEN\*

OF COUNSEL  
KIRK DE LEON

\* LICENSED IN THE DISTRICT OF COLUMBIA AND NEBRASKA

97 NOV 29 1997  
2906 Douglas Road, Suite 201 • Coral Gables, Florida 33134  
Tel: (305) 442-2249 • Fax: (305) 442-0266

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1082 East Capitol Street • Washington, D.C. 20003-1533  
Tel: (202) 544-4243 • Fax: (202) 547-4875

November 4, 1997

Florida Secretary of State  
Corporate Records Bureau  
409 East Gains Street  
Tallahassee, Florida 32399

500002340625--4  
-11/06/97--01096--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of: SMART BY DESIGN, INC.

Gentlemen:

Enclosed please find an Original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed please find a check in the amount of \$122.50 the following:

\$35.00 Filing Fee

\$35.00 Certificate Designating Registered Agent

\$52.50 Certified Copy of the Articles.

Thank you for your assistance in this matter. Should you need to contact me please call me at (305) 442-2249. I have enclosed a self-addressed stamped envelope for the return of the filed articles.

Sincerely,

*Dulce Gomez*  
Dulce Gomez

dg  
Encls.

P. Hall  
NOV - 7 1997

ARTICLES OF INCORPORATION

OF

SMART BY DESIGN, INC.

FILED

97 NOV -6 AM 11:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SMART BY DESIGN, INC.

The address of the principal office of this corporation shall be 7020 N.W. 66th Street, Parkland, Florida 33067-1475, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

This maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134 and the name of the initial registered agent of the corporation is DEBORAH MORDECAI EDWARDS whose address is 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial member of the Board of Directors is:

Clive Goodall  
7020 N.W. 66th Street  
Parkland, Florida 33067-1475

ARTICLE VIII. OFFICERS

The names and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his/her successors are elected or appointed is:

Clive Goodall  
7020 N.W. 66th Street  
Parkland, Florida 33067-1475

President/Secretary/Treasurer

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Deborah Mordecai Edwards  
2906 Douglas Road, Suite 201  
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 4th day of November, 1997.

  
DEBORAH MORDECAI EDWARDS

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN **FILED**  
ARTICLES OF INCORPORATION

97 NOV -6 AM 11:10

DEBORAH MORDECAI EDWARDS, having a mailing address of 1000 STATE  
Douglas Road, Suite 201, Coral Gables, Florida 33134, and having  
been designated as the Registered Agent in the above and foregoing  
Articles, is familiar with and accepts the obligations of the  
position of Registered Agent under Section 607.0505, Florida  
Statutes.

  
DEBORAH MORDECAI EDWARDS