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JONES & MADDEN

A PARTNERSHIP OF PROFESSIONAL LAW CORPORATIONS

MATTHEW L. JONES
JOHN W. MADDEN

759 SOUTH FEDERAL HIGHWAY
SUITE 212 ■ STUART, FLORIDA 34994

REPLY TO:
POST OFFICE BOX 2434
STUART, FLORIDA 34995-2434
TELEPHONE: (561) 220-3496
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E-MAIL: mljpa@concentric.net

November 21, 1997

Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

100002355911--4
-11/24/97--01140--017
***122.50 ***122.50

Re: **SMR Holding Corporation of the Treasure Coast**

Dear Sir/Madam:

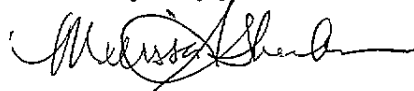
Enclosed please find the original and one copy of the Articles of Incorporation of SMR Holding Corporation of the Treasure Coast, the Certificate Designating Registered Agent, and a check in the sum of \$122.50 representing payment as follows:

Filing Fee	\$35.00
Registered Agent's Fee	35.00
Certified Copy of Charter	<u>52.50</u>
TOTAL	\$122.50

Once these Articles of Incorporation have been approved and filed by your office, please forward a certified copy of the charter using the extra copy enclosed.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,



Melissa A. Thacker
Secretary to Matthew L. Jones

:mat
Encs.

12/1/97-740

ARTICLES OF INCORPORATION

OF

SMR Holding Corporation of the Treasure Coast

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

ARTICLE I

The name of this corporation shall be: SMR Holding Corporation of the Treasure Coast

ARTICLE II

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV

AUTHORIZED SHARES

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

B. Initial Issue. One Thousand (1,000) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One (\$1.00) Dollar per share.

C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

E. No classes of stock. The shares of the corporation are not to be divided into classes.

F. No share in series. The corporation is not authorized to issue shares in series.

ARTICLE V MAILING ADDRESS

The mailing address of the Corporation is: P.O. Box 1756
Palm City, FL 34991

ARTICLE VI REGISTERED AGENT

The corporation's initial registered office and initial registered agent at that address shall be: Matthew L. Jones, Esquire
759 S. Federal Highway, Suite 212
Stuart, Florida 34994

ARTICLE VII BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida.

ARTICLE VIII
NAME AND ADDRESS OF INITIAL DIRECTORS

The name and address of the person who shall serve as Director until the first annual meeting of shareholders, or until his successors shall have been elected and qualified, is as follows: Daniel J. Steinberg
P.O. Box 1756
Palm City, FL 34991

ARTICLE IX
INCORPORATOR

The name and address of the initial incorporator is as follows:
Daniel J. Steinberg
P.O. Box 1756
Palm City, FL 34991

ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain of these Articles of Incorporation be made.

ARTICLE XI
BYLAWS

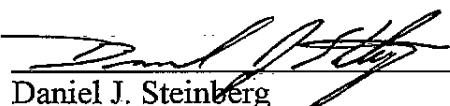
The Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the corporation.

ARTICLE XII
PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors,

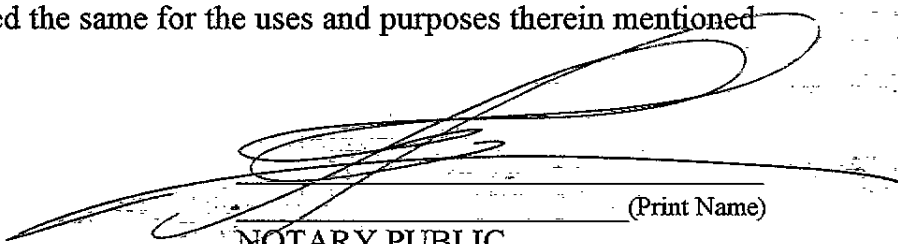
such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Florida, this 21st day of November, 1997.


Daniel J. Steinberg

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 21st day of November, 1997, by Daniel J. Steinberg ☒ who is personally known to me or ☐ who has produced NA (TYPE OF IDENTIFICATION) as identification and who ☐ did or ☒ did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.


(Print Name)
NOTARY PUBLIC
My Commission Expires:

(SEAL)

ACKNOWLEDGMENT OF REGISTERED AGENT

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


Matthew L. Jones
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA