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TRANSMITTAL LETTER

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

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-12/22/97--01120--003
*****78.75 *****78.75

SUBJECT: SMITH, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: MICHAEL H. SMITH
Name (printed or typed)
8550 E IRLO BRONSON HIGHWAY
Address
ST. CLOUD, FLORIDA 34771
City, State & Zip
(407) 957-1262
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 22 AM 9:34

FILED

Michael GAVE

AUTHORIZATION BY PHONE TO

CORRECT Name

DATE 12/24/97

NOTE: Please provide the original and one copy of the articles.

DOC. EXAM. ne

W97-28578

ne 12/24/97

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

B AND M SMITH INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8550 E. IRLO BRONSON HIGHWAY
ST. CLOUD, FLORIDA 34771

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES OF \$1.00 PAR STOCK

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MICHAEL H. SMITH
8550 E. IRLO BRONSON HIGHWAY
ST. CLOUD, FLORIDA 34771

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TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

MICHAEL H. SMITH
8550 E. IRLO BRONSON HIGHWAY
ST. CLOUD, FLORIDA 34771

WILLIE SMITH
8550 E IRLO BRONSON HIGHWAY
ST. CLOUD, FLORIDA 34771

ARTICLE VI DURATION

This corporation shall exist in perpetuity, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE VII PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE VIII PRE-EMPTIVE RIGHTS

Every share holder, 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 prorata share of such stock (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder meeting, with not less than a majority vote of the common stock.

ARTICLE X BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

Article XI

This Corporation shall begin AS OF

JANUARY 1, 1998

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 18th day of December, 1997.

Michael H. Smith

MICHAEL H. SMITH

Signature

Willie Smith

WILLIE SMITH

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: B AND M SMITH INC.

2. The name and address of the registered agent and office is:

MICHAEL H. SMITH
(NAME)
8550 E. IRL O BRONSON HIGHWAY
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)
ST. CLOUD, FLORIDA 34771
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Michael H. Smith MICHAEL H. SMITH
(SIGNATURE)

DECEMBER 18, 1997
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314