

ACCOUNT NO. : 07210000032

REFERENCE: 667608

7143028

AUTHORIZATION tatue

COST LIMIT: \$ 70.00

ORDER DATE: January 13, 1998

ORDER TIME : 8:17 AM

THE UNITED STATES CORPORATION

ORDER NO. : 667608-005

CUSTOMER NO: 7143028

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CUSTOMER: Ms. Miriam Rivera

MS. MIRIAM RIVERA

6943 N.w. 27th Court

Margate, FL 33063

DOMESTIC FILING

NAME:

STRATEGIC MANAGEMENT SOLUTIONS

OF SOUTH FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY.

X PLAIN STAMPED COPY

_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

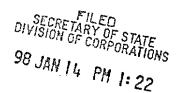
EXAMINER'S INITIALS:

1/14/148

SECRETARY OF STATE DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

STRATEGIC MANAGEMENT SOLUTIONS OF SOUTH FLORIDA, INC.

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: STRATEGIC MANAGEMENT SOLUTIONS OF SOUTH FLORIDA, INC.

The address of the principal office of this corporation shall be 6943 Northwest 27th Court, Margate, Florida 33063, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

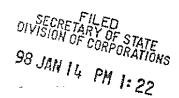
This corporation is to exist perpetually.

ARTICLE VI. 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 names and addresses of the initial members of the Board of Directors are:

Miriam Rivera Dir.

6943 Northwest 27th Court, Margate, Florida 33063



ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc. 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on January 14, 1998.

Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, 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.

Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

JKG