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January 27, 1998

Brendolyn Bruton
Secretary of State
Division of Corporations
P O Box 6327
Tallahassee FL 32314

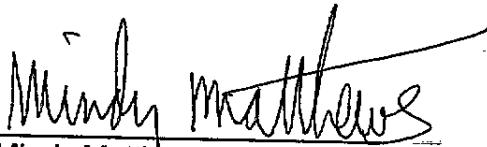
Re: The Smart Art ~~PRODUCTION~~ Co.

Gentlemen;

Enclosed please find the original and one copy of Articles of Incorporation. In addition, you will find enclosed a cashier's check for \$122.50 for the fees for this company.

This represents the cost of filing fees, a certified copy of the Articles of Incorporation, and the fee for Registered Agent.

Sincerely,



Mindy Matthews
The Smart Art ~~PRODUCTION~~ Co.
618 Sarita Street
Sanford, FL 32773

Voice: 407-322-8888
Fax: 407-322-8888 call first
Email:

MAILING ADDRESS OF CORPORATION:

The Smart Art ~~PRODUCTION~~ Co.
618 Sarita Street
Sanford, FL 32773

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JM 2-2-98

ARTICLES OF INCORPORATION
Of
The Smart Art Production Co.

FILED
98 JAN 30 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

Article I Corporate Name

The name of the corporation is The Smart Art Production Co.

Article II Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

Article III Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of Florida or any other state, county, territory, or nation.

Article IV Capital Stock

The corporation is authorized to issue seven thousand five hundred (7500) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

Article V Initial Register Office and Agent

The principal office and mailing address of the corporation is:

The Smart Art Production Co.
618 Sarita Street
Sanford, FL 32773

The name and address of the Initial Register Agent is:

Mindy Matthews
618 Sarita Street
Sanford, FL 32773

Article VI Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of the corporation are:

Mindy Matthews
618 Sarita Street
Sanford, FL 32773

Article VII Incorporators

The name and addresses of the initial incorporator(s) is/are:

Mindy Matthews
618 Sarita Street
Sanford, FL 32773

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation the 28 day of JANUARY, 1998.

Mindy Matthews
Mindy Matthews

State of Florida)
SS

County of Orange)
SEMINOLE

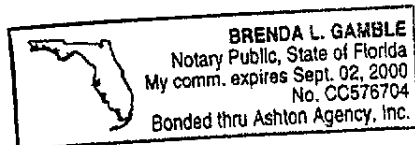
Before me, a Notary Public authorized to take acknowledgements in the State and County as set forth above, personally appeared Mindy Matthews known to me or provided the following identification: FL ID M320-541-53-626-D and known to be the person(s) who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 28 day of January, 1998.

Brenda L. Gamble
(Notary Public, State of Florida)

My commission expires: Sept 2, 2000

seal



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTER AGENT

CERTIFICATE OF REGISTER AGENT
Of
The Smart Art Production Co.

FILED
98 JAN 30 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida statutes sections 48.091 and 607.0501, the following is submitted: _____

The above corporation, desiring to organize under the laws of the State of Florida with its register office as indicated in the Articles of Incorporation at

The Smart Art Production Co.
618 Sarita Street
Sanford, FL 32773

has named Mindy Matthews located at the aforesaid address, as its Register Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named Register Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.


Mindy Matthews, President