

P98000010514
TRANSMITTAL LETTER

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

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

200002417182--7
-01/30/98--01052--015
*****78.75 *****78.75

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

| | | | |
|--|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate | <input type="checkbox"/> \$122.50 Filing Fee & Certified Copy | <input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate |
|--|--|---|---|

FROM: Susan J. Eschenbach
Name (Printed or typed)

3101 SW 34th Avenue #905-303
Address

Ocala, Florida 34474
City, State & Zip

(352) 873-1719
Daytime Telephone number

FILED
98 JAN 30 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

me 2/3/98

ARTICLES OF INCORPORATION

OF

SME GROUP, INC.

FILED

98 JAN 30 AM 9:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The Name of the Corporation is SME GROUP, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

Purposes

The general purpose for which the corporation is organized is to conduct and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock at a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

The registered principal office of this corporation will be 3101 SW 34th Avenue #905-303, Ocala, Florida 34474 and the name of its registered agent at such address is Susan J. Eschenbach.

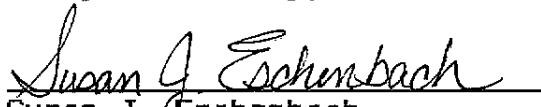
ARTICLE SIX

The number of directors constituting the initial Board of Directors of the Corporation is two. The name and address of those persons who will serve as the initial Board of Directors are: Susan J. Eschenbach, 3101 SW 34th Avenue, #905-303, Ocala, Florida 34474, and Mike G. H. Eschenbach, 3101 SW 34th Avenue, #905-303, Ocala, Florida, 34474.

ARTICLE SEVEN

The name and address of the incorporator is: Susan J. Eschenbach, 3101 SW 34th Avenue, #905-303, Ocala, Florida 34474.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of January, 1998.


Susan J. Eschenbach

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgement, personally appeared Susan J. Eschenbach, producing Florida Drivers License Number E251-790-54-906-0 for me and acknowledged due execution of the foregoing Articles of Incorporation

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of January, 1998.

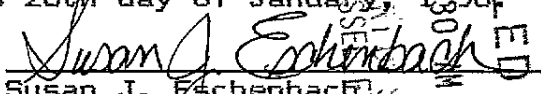


Mark Halman
MY COMMISSION # CC590328 EXPIRES
October 2, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC: Mark Halman
My commission expires: Oct 2, 2000

ACCEPTANCE OF REGISTERED AGENT

I, Susan J. Eschenbach, do hereby accept the appointment as registered agent of SME Group, Inc. this 28th day of January, 1998.


Susan J. Eschenbach

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TALLAHASSEE
STATE OF FLORIDA