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LAW OFFICES OF
ROSEMOND AND ROSEMOND, P.A.

ST. JULIEN P. ROSEMOND, JR.

3654 BAYVIEW ROAD
COCONUT GROVE, FLORIDA 33133
TELEPHONES
442-0903 • 442-0733
AREA CODE 305

February 12, 1998

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

900002431729--0
-02/16/98-01099-017
****131.25 ****131.25

RE: JAMES MERRICK SMITH, INC.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

<u> </u> \$70.00	<u> </u> \$78.75	<u> </u> \$122.50	<u> X </u> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy, & Certificate

Our firm's check in the amount of \$131.25 is enclosed as referenced above.

Please return certified copy and certificate to me in the envelope provided.

Very truly yours,



St. Julien P. Rosemond, Jr.

SJRPJ:svc

Enclosures

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ARTICLES OF INCORPORATION

OF

JAMES MERRICK SMITH, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is JAMES MERRICK SMITH, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 2740 S.W. 28 Terrace, Coconut Grove, FL 33133.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are ST. JULIEN P. ROSEMOND, JR., 3654 Bayview Road, Coconut Grove, Florida 33133.

ARTICLE V. COMMENCEMENT OF CORPORATION

The existence of the corporation shall begin on February 10, 1998

ARTICLE VI. DIRECTORS AND INCORPORATORS

The initial Board of Directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial Board of Directors are:

Name	Address
JAMES MERRICK SMITH	2740 S.W. 28 Terrace Coconut Grove, FL 33133
HAL BIRCHFIELD	2740 S.W. 28 Terrace Coconut Grove, FL 33133

The names and street addresses of the persons signing these

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Articles of Incorporation are:

Name	Address
JAMES MERRICK SMITH	2740 S.W. 28 Terrace Coconut Grove, FL 33133

ARTICLE VII. INDEMNIFY

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of FEBRUARY, 1998.


JAMES MERRICK SMITH

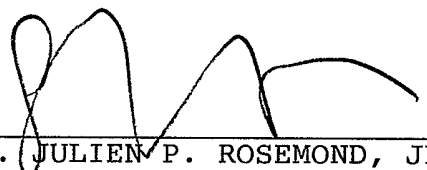
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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: JAMES MERRICK SMITH, INC.
2. The name and address of the registered agent and office is:

St. Julien P. Rosemond, Jr.
3654 Bayview Road
Coconut Grove, FL 33133

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.



ST. JULIEN P. ROSEMOND, JR.
3654 Bayview Road
Coconut Grove, FL 33133

DATED: 2-13-98

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