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(813) 349-6066
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March 11, 1998

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

EFFECTIVE DATE
3-11-98

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-03/23/98--01007--010
****122.50 ****122.50

RE: Filing Articles of Incorporation and Designation of Registered agent for Smile Network, Inc.

Dear Sir or Madam:

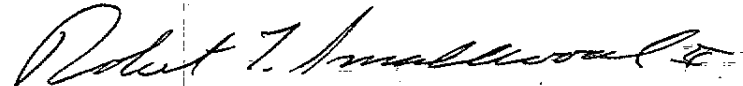
Enclosed is 1 original and one exact copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee:	\$35.00
Registered Agent Fee:	\$35.00
Certified Copy Fee	\$52.50

If you should have any questions, please do not hesitate to call.

With kindest regards, I remain,

Very Truly Yours,



Robert T. Smallwood II

xc: File

-1-

B. McKnight MAR 18 1998

FILED
98 MAR 18 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
3-11-98

**Articles of Incorporation
of
Smile Network, Inc.**

FILED
98 MAR 18 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I. Name and Address

The name of this corporation is Smile Network, Inc.. The address of the corporation and the principal office of this corporation is 201 Magellan Drive, Sarasota, FL 34243.

Article II. Duration

This corporation shall exist perpetually. commencing 5 days prior to the date of filing of these articles.

Article III. Purpose

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

Article IV. Capital Stock

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "common shares".

Article V. Preemptive Rights

Every shareholder, upon the sale for cash of any authorized and unissued stock [z]but not treasury stock] of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of

fractional shares) at the price at which it is offered to others.

Article VI. Initial Registered Agent and Office

The street address of the initial registered agent of this corporation is 1715 Stickney Point Road, Sarasota, FL 34230 and the name of the initial registered agent of this corporation at that address is Robert T. Smallwood II.

Article VII. Board of Directors

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

Article VIII. Initial Director

The name of the initial director of this Corporation and his street address is:
Robert T. Smallwood II, 1715 Stickney Point Road, Sarasota, FL 34231

Article IX. Incorporator

The name and address of the person signing these articles is, Robert T. Smallwood II,
1715 Stickney Point Road, Sarasota, FL 34230.

Article X. Indemnification


The corporation shall indemnify any officer or director, or any former officer or director, to

the full extent permitted by law.

Article XI. Amendment

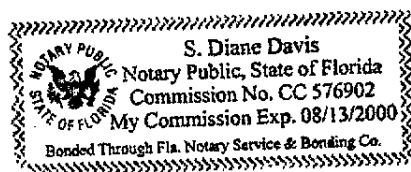
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them. Any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF the undersigned subscriber has executed the articles of incorporation on March 11, 1998


Robert T. Smallwood II, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public, personally appeared Robert T. Smallwood II, who is personally known to me or who produced a drivers license as identification (circle one), and who executed the foregoing Articles of Incorporation, and Acknowledged before me that he, subscribed to these Articles of Incorporation on March 12, 1998.



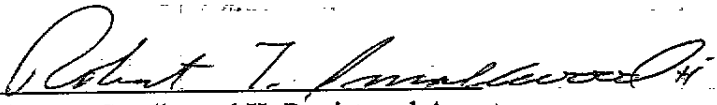

Notary Public, State of Florida
My Commission Expires: 8/13/2000
(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Smile Network, Inc., at the place designated in the Articles of Incorporation, Robert T. Smallwood II, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office. I

am familiar with and accept the obligations of the position of registered agent.

Dated: March 12, 1998.


Robert T. Smallwood II, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA