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3/24/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.  
CONTACT: PAM FRIEDMAN  
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: THE SMITH COMPANIES, INC.

AUDIT NUMBER.....H98000005686

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 1

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TALLAHASSEE, FLORIDA

B. REGISTER MAR 24 1998

MAR-24-98 TUE 13:52

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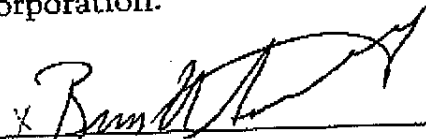
## ARTICLES OF INCORPORATION

Article 1: Name of Corporation THE SMITH COMPANIES, INC.  
Address of Corporation 6281 NORTHWEST 37th TERRACE  
MIAMI, FLORIDA 33166

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$3.00. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: BRUCE A. SMITH  
and  
REGISTERED OFFICE: 6281 NORTHWEST 37th TERRACE  
MIAMI, FLORIDA 33166

I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

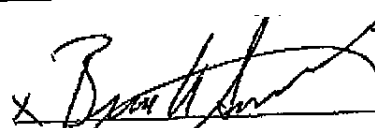
X   
Signature of Registered Agent 3/24/98  
Date

Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)  
First listed is President. Second is Vice-President. Then, Sec/Treasurer.

1. BRUCE A. SMITH  
6281 NORTHWEST 37th TERRACE  
MIAMI, FLORIDA 33166

Article 5: The Name and Address of the INCORPORATOR is:

BRUCE A. SMITH  
6281 NORTHWEST 37th TERRACE  
MIAMI, FLORIDA 33166

In witness whereof, I have subscribed my name X 

Signature of Incorporator

BRUCE A. SMITH

Prepared by:  
Ace Industries, Inc.  
54 NW 11th Street  
Miami, FL 33136  
(305) 358-2571

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