

4/09/98

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FAY SMITH, INC.

AUDIT NUMBER.....H98000006812

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

m 4/10/98



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

April 9, 1998

EMPIRE

SUBJECT: FAY SMITH, INC.  
REF: W98000007990

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Neysa Culligan  
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ARTICLES OF INCORPORATION

OF

FAY SMITH, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I the undersigned sole subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby endeavor to establish a Florida corporation for profit.

ARTICLE I.

The name of this corporation shall be:  
FAY SMITH, INC.

ARTICLE II.

The corporation may engage in any or all lawful business permitted under the laws of the State of Florida.

ARTICLE III.

The maximum authorized capital stock of this corporation shall be One Thousand Shares (1,000) of common stock with a par value of One dollar (\$1.00) per share.

ARTICLE IV.

The street address of the corporation's initial registered office and principal place of business shall be 7341 West Normandy Street, Miramar, Florida 33023-3648. The name of the corporation's initial registered agent at this address shall be Fay Smith. The principal place of business is 7341 West Normandy Street, Miramar, Florida 33023-3648.

Prepared by: M. McCleary  
McCleary & McCleary

7441 NW 4 St  
Plantation, FL 33317-2204

(954) 587-5445

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ARTICLE V.

This corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VI.

The sole incorporator is Fay Smith of 7341 West Normandy Street, Miramar, Florida 33023-3648.

EXECUTION

Being the sole incorporator, I hereby execute these Articles of Incorporation.

Fay Smith  
Fay Smith

ACKNOWLEDGMENT

In witness whereof, I hereunto set me hand and seal this 7th day of April, 1998.

Fay Smith  
Fay Smith

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ACCEPTANCE OF DESIGNATION

Having been named to accept service of process for the above stated corporation as specified in ARTICLE IV., I hereby agree to act in this capacity.

Fay Smith  
Fay Smith

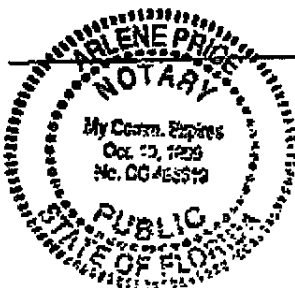
State of Florida)  
County of Broward)

I hereby certify on this 7th day of April, 1998, personally appeared before the undersigned authority, Fay Smith to me well known and known to me to be the person who executed, acknowledged and accepted the designation in these Articles of Incorporation.

Witness my hand and seal in the County and State aforesaid on the above date.

Arlene Price  
Notary Public

My commission expires:



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