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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

FILED
98 APR 14 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: **SMZ TALENT, INC.**

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$70.00 for *FILING FEE; REGISTERED AGENT.*

WILLIAM L. PLATTER
175 WEST CAMINO REAL
BOCA RATON, FL 33432
561-367-7371

Enclosures:
Original
One copy

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FILE:ARTICLES OF INCORPORATION:WORD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SMZ TALENT, INC.

ARTICLE I – CORPORATE NAME

The name of the Corporation shall be:

SMZ TALENT, INC.

ARTICLE II – DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed and until dissolved according to Florida law.

ARTICLE III – PURPOSE

This Corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV – CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated "Common Stock".

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The name and street address of the initial *Registered Agent Office* and the Principal Office of the Corporation shall be:

*WILLIAM L PLATTER
175 WEST CAMINO REAL
BOCA RATON, FL 33432*

ARTICLE VII – INCORPORATOR

The name and street address of the Incorporator (s) of these Articles of Incorporation is/are:

**SEAN ZAUSNER
175 WEST CAMINO REAL
BOCA RATON, FL 33432**

ARTICLE VIII – RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders of to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE IX – BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X – POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE XI – INDEMNIFICATION

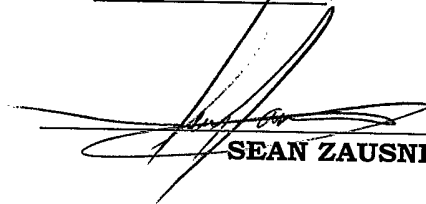
This Corporation shall indemnify any Officer of Director, or any former Officer of Director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE Articles of Incorporation this APRIL 9TH 1998.


SEAN ZAUSNER

CERTIFICATE OF ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFIED REGISTERED AGENT
OF

SMZ TALENT, INC.

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Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

*175 West Camino Real
Boca Raton, Fl 33432*

Has named: *WILLIAM L PLATTER*

Located at the aforesaid address, as its Registered Agent to accept services of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Laws in keeping open said office.



WILLIAM L PLATTER