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LAW OFFICE

JAY PAUL DERATANY
& ASSOCIATES

2426 FIRST AVENUE NORTH
ST. PETERSBURG, FLORIDA 33713

(813) 327-2287
FAX (813) 327-2289

ALBERT R. MEYER *

* LICENSED IN FLORIDA
AND PENNSYLVANIA

JAY PAUL DERATANY *

IN MEMORY OF
J. L. "SKIP" MILLER
1942-1997

* LICENSED IN FLORIDA
AND ILLINOIS

April 27, 1998

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

000002505260--6
-04/29/98--01065--005
***122.50 ***122.50

RE: The Smith Group, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the articles of incorporation for the above corporation and check in the amount of \$122.50

From: Albert R. Meyer, Esquire
2426 First Avenue North
St. Petersburg, FL 33713
(813) 327-2287

FILED
98 APR 29 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROCK APR 30 1998

ARTICLES OF INCORPORATION

OF

The Smith Group, Inc.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **The Smith Group, Inc.** The purpose of this corporation is to provide management consulting services to business and for all other legal purposes.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is:

17409 Heather Oak Place
Tampa, Florida 33647

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of \$.01 per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Albert R. Meyer, Esquire
2426 First Avenue North
St. Petersburg, FL 33713

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TALLAHASSEE, FLORIDA

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

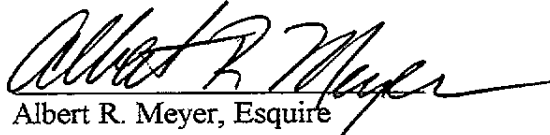
Albert R. Meyer, Esquire
2426 First Avenue North
St. Petersburg, FL 33713

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the Corporation is:

Tom Smith
17409 Heather Oak Place
Tampa, FL 33647

The undersigned has executed these Articles of Incorporation this 27th day of April 1997


Albert R. Meyer, Esquire
2426 First Avenue North
St. Petersburg, FL 33713

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designated the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **The Smith Group, Inc.**
2. The name and street address of the registered agent and office is:

Albert R. Meyer, Esquire
2426 First Avenue North
St. Petersburg, FL 33713

HAVING BEEN NAMED AS REGISTERED AGENT 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.


Albert R. Meyer

4/27/98
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA