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PLEASE REPLY TO:

Lakeland

May 11, 1998

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*****70.00 *****70.00

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

Re: SMAC, Inc.

Ladies and Gentlemen:

Enclosed please find the original of the Articles of Incorporation of the above-referenced corporation, subject to your approval. We are also enclosing the Certificate Designating Registered Agent, together with a check in the amount of \$70.00 representing payment of the filing fees.

Please furnish the acknowledge filing the enclosed Articles.

Your prompt attention to this matter will be sincerely appreciated.

Sincerely,

Julia L. Farless
Julia L. Farless, Assistant
to Peter J. Munson

Enclosures

cc: Seth D. McKeel, Jr.

No Copy
Attached
6

FILED
98 MAY 13 AM 9:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2
Don
5/14/98

ARTICLES OF INCORPORATION

OF

SMAC, INC.

FILED

98 MAY 13 AM 9:17

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is **SMAC, INC.**

ARTICLE II - Principal Office
and Mailing Address of the Corporation

The address of the principal office of the corporation is 2000 East Edgewood Drive, No. 214, Lakeland, Polk County, Florida, and its mailing address is 2000 East Edgewood Drive, No. 214, Lakeland, Florida 33803.

ARTICLE III - Duration

The corporation shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Stock

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shares shall be designated "Common Shares."

ARTICLE VI - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata

portion of any stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
S. Douglas McKeel	2000 East Edgewood Drive, No. 214 Lakeland, Florida 33803
Seth D. McKeel, Jr.	2000 East Edgewood Drive, No. 214 Lakeland, Florida 33803

ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator

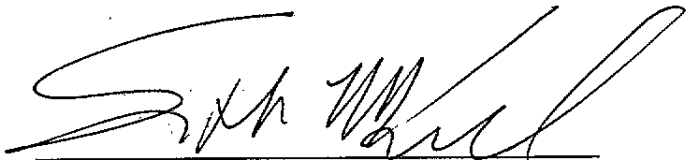
The names and addresses of the Incorporator to these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Seth D. McKeel, Jr.	2000 East Edgewood Drive, No. 214 Lakeland, Florida 33803

ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 2000 East Edgewood Drive, No. 214, Lakeland, Florida 33803, and the name of the initial registered agent of the corporation at that address is Seth D. McKeel, Jr.

IN WITNESS WHEREOF, the undersigned, as incorporators, hereby execute these articles of incorporation this 8th day of May, 1998.



SETH D. MCKEEL, JR., Incorporator

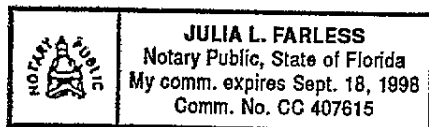
STATE OF FLORIDA

COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **SETH D. MCKEEL, JR.**, who is personally known to me.

WITNESS my hand and official seal this 8th day of May, 1998, at Lakeland, Florida.

(NOTARIAL SEAL)



Julia L. Farless
Notary Public
State of Florida at Large
My Commission Expires:

To: The Department of State
Tallahassee, Florida 32304

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

SMAC, INC., with its place of business at 2000 East Edgewood Drive, No. 214, Lakeland, Florida 33803, has named **SETH D. MCKEEL, JR.**, located at 2000 East Edgewood Drive, No. 214, Lakeland, Florida 33803, as its agent to accept service of process within Florida.

Dated: May 8, 1998.

SMAC, INC., a Florida corporation

By: 

SETH D. MCKEEL, JR.,
Vice President

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated: May 8, 1998.


SETH D. MCKEEL, JR.,
Registered Agent