

Charter Number Only

**P98000048092**

VALIDATION ONLY

Tescher Charles E et al

Requestor's Name  
9100 S. Dadeland Blvd #100

Address  
Miami FL 33156

City State ZIP Phone

04440

400002536524--4  
-05/27/98-01042-015  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME  
Holdings

SNK Corp

FILED  
38 MAY 29 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
98 MAY 29 AM 10:08  
DIVISION OF CORPORATION

May 27, 1998

EMPIRE

TALLAHASSEE, FL

SUBJECT: SMK CORP.  
Ref. Number: W98000012000

We have received your document for SMK CORP.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 298A00029582

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**ARTICLES OF INCORPORATION**

**OF**

**SMK HOLDINGS, CORP.**

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

**ARTICLE I**

**Name**

The name of the corporation is:

SMK HOLDINGS, CORP.

**ARTICLE II**

**Existence**

The corporation's existence shall commence upon the filing of these Articles of Incorporation.

**ARTICLE III**

**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE IV**

**Authorized Capital**

The corporation is authorized to issue 1,000 shares of common stock, with a par value of \$1.00 per share.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

## **ARTICLE V**

### **Address**

The address of the principal office of the corporation is 7231 S.W. 165 Street, Miami, Florida 33157 and its mailing address is 7231 SW 165 Street, Miami, Florida 33157.

## **ARTICLE VI**

### **Registered Office and Agent**

The street address of the corporation's initial registered office is 9100 S. Dadeland Blvd., Suite 1707, Miami, Florida 33156 of registered agent. The name of the initial registered agent at such office is M & W Agents, Inc.

## **ARTICLE VII**

### **Indemnification**

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the corporation as a director or officer of another corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

## **ARTICLE VIII**

### **Incorporator**

The name and address of the incorporator of the corporation is Charles Rubin, Tescher

Chaves Rubin & Forman, P.A., 9100 S. Dadeland Blvd., Suite 1707, Miami, Florida 33156.

--oOo--

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on May 26, 1998.

  
\_\_\_\_\_  
CHARLES RUBIN

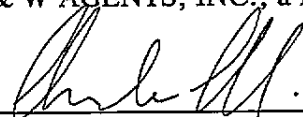
**ACCEPTANCE OF APPOINTMENT**

AS

**REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

M & W AGENTS, INC., a Florida corporation

By:   
\_\_\_\_\_  
CHARLES RUBIN, Vice President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED