

June 8, 1998

M. A. SMITH & ASSOCIATES INC
5100 North Federal Highway, # 404
Fort Lauderdale, Florida 33308

Tel: (954) 489-9377

P98000052218

Department of State
Division of Corporations
The Capital
Tallahassee
Florida 32304

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-06/09/98--01081--006
****122.50 ****122.50

RE: M. A. SMITH & ASSOCIATES INC

Enclosed are the original Articles of Incorporation and one (1) copy of the same, for the above named proposed Florida Corporation.

Also enclosed, is our Check in the amount of \$122.50 to cover the cost of filing these Articles of Incorporation.

Please file the enclosed ARTICLES OF INCORPORATION and return a certified copy to the undersigned.

Thank you for your courtesies in this matter,

Very truly yours

Michael A. Smith

Michael A. Smith

FILED
98 JUN -9 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96611-98

CORPORATE NAME

ARTICLE I

The Firm Name and Style of this Corporation will be:

M. A. SMITH & ASSOCIATES INC

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98 JUN -9 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NATURE OF BUSINESS AND POWERS

ARTICLE II

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

The purpose of this Corporation and the powers it may exercise are:

OWN AND TRANSFER REAL AND PERSONAL PROPERTY

Purchase, receive, own, hold improve, and use real or personal property, or any interest in real or personal property wherever situated, and sell, convey, lease, exchange, transfer, mortgage, or pledge any of the Corporation's real property and other assets, or any interest in the Corporation's real property and other assets.

ENGAGE IN REAL ESTATE BUSINESS

Engage generally in the Real Estate business as principal, agent, broker, or any other lawful capacity, and generally, take, lease, purchase, or otherwise acquire, and own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, handle, manage, operate, deal in, and dispose of, real property of any nature, together with the improvements on, and any interest of right in, the real property; take, pledge, mortgage, and deal in and dispose of, as principal, agent, broker, or in any other lawful capacity, such personal property, chattels real, rights, easements, privileges, chooses in action, notes, bonds, mortgages and securities as may be lawfully acquired, held, or disposed of; and acquire, purchase, sell, assign, transfer, dispose of and generally deal in and with, as principal, agent, broker, or in any other lawful capacity, mortgages, and other interests in real, personal, and mixed properties; carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, or in any other lawful capacity.

ENGAGE IN MERCANTILE AND MANUFACTURING BUSINESS:

Engage in a general mercantile, industrial, investing and trading business; devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of; acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of and generally deal in and with, at wholesale and retail, as principal, and as a special or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, with goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof.

OWN AND DEAL IN PATENTS AND COPYRIGHTS:

Apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, grant licenses in respect of, manufacture under and introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner, deal with and contract with reference to; (a) inventions, devices, formulae, processes, and any improvements and modifications thereof; (b) letters patent, patent rights, patented process, copyrights, designs, and similar rights, trademarks, trade names, trade symbols and other indications of origin and ownership granted by or

NATURE OF BUSINESS AND POWERS

ARTICLE II

OWN AND DEAL IN PATENTS AND COPYRIGHTS *(Continued)*

recognized under the laws of the United States of America, the District of Columbia, or any State or Subdivision thereof, and any Commonwealth, Territory, Agency or Instrumentality of the United States of America and/or any Foreign Country, and all rights connected therewith and/or appertaining thereto; (c) franchises, licenses, grants, and/or concessions.

OWN AND DEAL IN SECURITIES:

Guarantee, purchase, take, receive, subscribe for, and otherwise acquire, own, hold, use, sell, lease, exchange, transfer, and otherwise dispose of securities (which term includes any share of stock, bonds, debentures, notes, mortgages, other obligations, and any certificates, receipts or other instruments representing rights to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets), or any persons, domestic and foreign firms, associations, and corporations, and by any government or agency or instrumentality thereof; make payment thereof in any lawful manner; and , while owner of any securities, exercise any and all rights, powers and privileges in respect thereof, including the right to vote.

ACQUIRE GOING BUSINESSES:

Acquire, by purchase, exchange or otherwise, all or any part of, or any interest in, the properties, assets, business and/or good will of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of the United States of America; pay for the same in cash, property, or corporation's own or other securities; hold, operate, re-organize, liquidate, sell, or in any manner, dispose of the whole or any part thereof; and in connection therewith, assume or guaranty performance of any liabilities, obligations or contracts of such persons, firms, associations or corporations, and to conduct the whole or any part of any business thus acquired.

LEND MONEY:

Lend money in furtherance of Corporation's purposes and invest and reinvest the Corporation's funds from time to time, to such extent, to such persons, firms, associations, corporations, governments, or agencies, or instrumentalities thereof, and on such terms and on such security, if any, as the Board of Directors of the Corporation may determine.

MAKE CONTRACTS OF GUARANTY AND SURETYSHIP

Make contracts of guaranty and suretyship of all kinds and endorse or guaranty the payment of principal, interest or dividends upon, and guaranty the performance of sinking fund or other obligations of, any securities, and guaranty in any way permitted by law, the performance of any of the contracts or other undertakings in which corporation may otherwise be or become interested, of any persons, firm, association, corporation, government or agency or instrumentality thereof, or of any other combination, organization or entity.

NATURE OF BUSINESS AND POWERS

ARTICLE II

BORROW MONEY AND ISSUE INSTRUMENTS OF INDEBTEDNESS

Borrow money without limit as to amount and at such rates of interest as corporation may determine; from time to time, issue and sell corporation's notes, bonds, debentures, and other obligations, in amounts, on terms and conditions, for purposes and for prices, now or hereafter permitted by the laws of the State of Florida, and by this certificate of incorporation, as the Board of Directors of the corporation may determine; and to secure any of its obligations by mortgage, pledge, or other encumbrance of all of its property, franchises and income.

PARTICIPATE IN OTHER BUSINESS ENTITIES

Promote or manage other corporations of any type or kind; and participate with others in any corporation, partnership, limited partnership, joint venture, or other associations of any kind, or in any transaction, undertaking or arrangement which the corporation would have power to conduct by itself, whether or not such participation involves sharing or delegating control with, or to others.

ISSUE NEGOTIABLE INSTRUMENTS

Draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidence of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida and the United States of America.

DEAL IN OWN SECURITIES

Purchase, receive, take, re-acquire, or otherwise acquire, own, hold, sell, lend, exchange, reissue, transfer or otherwise dispose of, pledge, use, cancel, and otherwise deal in, and with corporation's shares and its other securities from time to time to the extent, in the manner and upon the terms determined by the Board of Directors, provided that the corporation shall not use its funds or property for the purchase of its own shares of capital stock when its capital is impaired or when the purchase would cause any impairment of corporation's capital, except to the extent permitted by the laws of the State of Florida.

ORGANIZE SUBSIDIARY CORPORATIONS

Organize, as an incorporator, or cause to be organized under the laws of the State of Florida, or any other State of the United States of America, or of the District of Columbia, or of any Commonwealth, Territory, Agency, or Instrumentality of the United States of America, or Corporations for the purpose of conducting and promoting any business or purpose for which corporations may be organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

NATURE OF BUSINESS AND POWERS

ARTICLE II

CONDUCT BUSINESS ANYWHERE IN THE WORLD

Promote and exercise all or any part of the corporation's purposes and powers in any and all parts of the world, and conduct the corporation's business in all or any of its branches, as principal, agent, broker, factor, contractor, and in any other lawful capacity either alone or through or in conjunction with any corporations, associations, firms, partnerships, trustees, syndicates, individuals, organizations, and other entities in any part of the world, and, in conducting the corporation's business, and promoting any of its purposes, maintain offices, branches, and agencies, in any part of the world, make and perform any contracts and do any acts and things, and carry on any business, and exercise any powers and privileges suitable, convenient or proper for the conduct, promotion, and attainment of any of the business and purpose herein specified or which at any time may be incidental thereto or may appear conducive to or expedient for the accomplishment of any such business and purposes and which might be engaged in or carried on by a corporation, incorporated or organized under the laws of the State of Florida, and have, and exercised all of the powers conferred by the laws of the State of Florida, upon the corporation incorporated or organized under the laws of that State.

ENUMERATION OF PURPOSES AND POWERS NOT LIMITING

The provisions of this Article shall be construed both as purposes and powers, and each as an independent purpose and power. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner, the purposes and powers of the corporation, and the purposes and powers specified, except when otherwise provided in this Article, shall not be limited or restricted by reference to, or interference from, the terms of any provisions of this, or any other Article of this Certificate of Incorporation; provided that the corporation shall not conduct any business, promote any purpose, or exercise any power or privilege within or without the State of Florida, which under its laws, the corporation may not lawfully conduct, promote, or exercise.

CAPITAL STOCK**ARTICLE III**

The maximum number of shares of stock that this corporation is now authorized to issue and have outstanding at any one time, is One Hundred (100) shares of common stock (having a par value of \$5.00).

Michael A. Smith..... owns ONE HUNDRED (100) Shares

NOTE

Par value shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued.

No-Par shares may be issued for such consideration as is determined by the Board of Directors.

All shares issued shall be fully paid and non-assessable.

TERM OF EXISTENCE**ARTICLE IV**

This corporation shall have perpetual existence, commencing upon the filing of those Articles of Incorporation.

REGISTERED AGENT AND INITIAL REGISTERED OFFICE**ARTICLE V**

The **Registered Agent** and the street address of the initial **Registered Office** of this corporation in the State of Florida, shall be:

NAME**ADDRESS**

Michael A. Smith

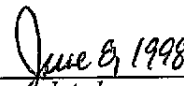
5100 North Federal Hwy, # 404
Fort Lauderdale, Florida 33308

Having been named as **Registered Agent**, and to accept service of process for the for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment as **Registered Agent** & to agree to act in this capacity with all its duties & responsibilities.

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 obligations of my position as **Registered Agent**.



signed - Michael A. Smith



dated

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98 JUN -9 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The **Board of Directors**, from time to time, may move the **Registered Office** to any other location and address in the State of Florida.

BOARD OF DIRECTORS**ARTICLE VI**

This corporation shall have **Two (2)** Directors, initially.

The number of Directors may be increased or diminished from time to time through BYLAWS adopted by the Stockholders, but shall never be less than **One (1)**.

The following are the names and titles of the initial Directors:

Michael A. Smith.....President

Michael A. SmithSecretary/Treasurer

INITIAL DIRECTORS

ARTICLE VII

The names of the initial Directors of this Corporation and their addresses are as follows:

NAMES

ADDRESS

Michael A. Smith

5100 North Federal Highway, # 404
Fort Lauderdale, Florida 33308

The person(s) named as the initial Directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified by the terms and the conditions as set forth by the Stockholders, whichever comes first.

INCORPORATOR**ARTICLE VIII**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

N A M E**A D D R E S S****Michael A. Smith**

5100 North Federal Highway, # 404
Fort Lauderdale, Florida 33308

AMENDMENT**ARTICLE IX**

These Articles of Incorporation may be amended in the manner provided by Law. Every Amendment shall be approved by the **Board of Directors**, proposed by them to the **Stockholders** and approved at a Stockholder's Meeting by a unanimous vote of the stock entitled to vote, unless all of the **Directors** and all of the **Stockholders** sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

PRINCIPAL OFFICE**ARTICLE X**

The Principal Office and the street address of the initial Principal Office of said corporation in the State of Florida, shall be:

5100 North Federal Highway, # 404

Fort Lauderdale

Florida 33308

The **Board of Directors**, from time to time, may move the Principal Office to any other location and address in the State of Florida.

OPTIONAL PROVISIONS

ARTICLE XI

There are **NO** Optional Provisions to these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on;

DATE

INCORPORATOR

June 8, 1998

Dated

Michael A. Smith

Michael A. Smith

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public, personally appeared **Michael A. Smith**, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on **June 8, 1998**.



Sheila H. Hubbard CC698198
My Commission Expires November 23, 2001

Sheila H. Hubbard

NOTARY PUBLIC, State of Florida

at large

MY COMMISSION EXPIRES:

(SEAL)