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BUSCHMAN, AHERN, PERSONS & BANKSTON
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS **FILED**

ATTORNEYS AT LAW
2215 SOUTH THIRD STREET, SUITE 101
POST OFFICE BOX 50006
JACKSONVILLE BEACH, FLORIDA 32240-0006

98 JUN 15 PM 3:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BUSCHMAN & AHERN, P.A.
ALBERT E. BUSCHMAN, JR.
FRED L. AHERN, JR.
JEFFREY R. BANKSTON
ROBERT B. PERSONS, JR., P.A.

June 10, 1998

TELEPHONE (904) 246-9994
FAX NO. (904) 246-6680

Attorney's Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

*Return to
TU F&B*

Re: **SM VENTURES, INC.**

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06/16/98--01001--003
***122.50 ***122.50

Dear Sir or Madam:

Enclosed herewith please find two originals of the above referred Corporation's Articles of Incorporation. Also enclosed are two checks; one payable to The Fund in the amount of \$15.00 and another payable to the Department of State in the amount of \$122.50 representing the filing fees and costs associated with forming this Corporation.

Upon your receipt of the Certificate of Incorporation, please forward it back to our office with the Articles of Incorporation.

In advance, thank you for your courtesies.

Sincerely Yours,

Fred L. Ahern, Jr.

Fred L. Ahern, Jr.

FLA,Jr./cst
Enclosure(s)

cc: Kelly & Ruth Wilson

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98 JUN 15 PM 3:19
DIVISION OF CORPORATION

P. Hall
JUN 15 1998
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ARTICLES OF INCORPORATION

OF

SM VENTURES, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I: The name of this corporation is **SM VENTURES, INC.**

ARTICLE II: This corporation shall have perpetual existence.

ARTICLE III: This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV: The maximum number and class of shares of capital stock which this corporation is authorized to have outstanding is one hundred (100) shares of common capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V: The initial principal office of this corporation shall be at 110 Solana Road, Ponte Vedra Beach, FL 32082, and the name of the corporation's initial registered agent is **FRED L. AHERN, JR.**, at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250.

ARTICLE VI: Initially, this corporation shall have three (3) members on the Board of Directors, and the corporation shall have the authority to operate with not less than one member on the Board of Directors. The following the name and address of the initial member of the Board of Directors:

**Kelly Wilson
6080 St. Andrews Court
Ponte Vedra Beach, FL 32082**

**Ruth Wilson
6080 St. Andrews Court
Ponte Vedra Beach, FL 32082**

**Helen Sullivan
1331 Belle Meade Boulevard
Jacksonville, FL 32211**

ARTICLE VII: The name and street address of the person signing these Articles of Incorporation as a subscriber are as follows:

**FRED L. AHERN, JR.
2215 South Third Street, Suite 101
Jacksonville Beach, Florida 32202**

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

ARTICLE IX: The Directors of this corporation shall take action by written consent, as provided by law.

ARTICLE X: The Board of Directors is authorized, with the approval of the Shareholders, to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

ARTICLE XI: 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 Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and, accordingly, has hereunto set his hand and seal this 3rd day of June, 1998.

 (SEAL)
FRED L. AHERN, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by **FRED L. AHERN, JR.**, who is personally known to me and acknowledged to and before me that he signed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 3rd day of June, 1998.

NOTARY PUBLIC

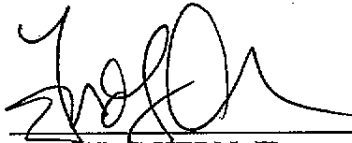
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE AND ACKNOWLEDGMENT

FILED
JUN 15 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48-091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that **SM VENTURES**, desiring to organize or qualify under the Laws of the State of Florida as a corporation, with its principal place of business at 110 SOLANA ROAD, Ponte Vedra Beach, County of St. Johns, State of Florida, as indicated in the Articles of Incorporation, has named **FRED L. AHERN, JR.**, located at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250, as its agent to accept service of process within the State of Florida.

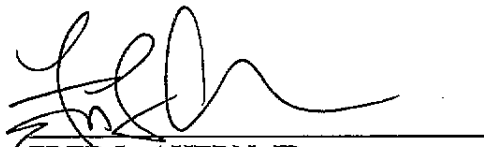
Dated: June 3, 1998


FRED L. AHERN, JR.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes and acts relative to keeping open said office and with all provisions of all statutes and acts relative to the proper and complete performance of my duties.

Dated: June 3, 1998


FRED L. AHERN, JR.