



THE UNITED STATES
CORPORATION
COMPANY

P98000056651

ACCOUNT NO. : 072100000032

REFERENCE : 867822 4340059

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 122.50

ORDER DATE : June 24, 1998

ORDER TIME : 9:54 AM

ORDER NO. : 867822-005

CUSTOMER NO: 4340059

CUSTOMER: Toni Clark, Legal Assistant
KELLEY DRYE & WARREN, LLP

2400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

300002570833--7

DOMESTIC FILING

NAME: ~~SMP, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

611-2544
W98-14483

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 24 AM 8:32

RECEIVED
98 JUN 24 AM 1:16
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 24 AM 8:32

June 24, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SMP, INC.
Ref. Number: W98000014483

We have received your document for SMP, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 398A00034707

RESUBMIT
Please give original
submission date as file date.

DIVISION OF CORPORATION

90 JUN 24 PM 4:11

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98 JUN 24 AM 8:32

ARTICLES OF INCORPORATION
OF
SMP GROUP, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name and principal address of this Corporation shall be:

SMP GROUP, INC.

c/o Robert C. Boehm, P.A.
Kelley Drye & Warren LLP
201 South Biscayne Boulevard
Suite 2400
Miami, Florida 33131

ARTICLE II NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III AUTHORIZED SHARES

Authorized Stock. The Corporation shall be authorized to create and issue 5,000,000 shares of Common Stock having a par value of \$0.01 per share and 5,000,000 shares of Preferred Stock having a par value of \$0.01 per share.

Classes or Series of Preferred Stock. The Preferred Stock may be issued from time to time in one or more classes or series and in such amounts as may be determined by the Board of Directors by resolution or resolutions. The powers, voting and other rights, designations, preferences and relative, participating, optional or other special rights, if any, of each class or series of Preferred Stock and the qualifications, limitations or restrictions, if any, of such preferences and/or rights (collectively, the "Series Terms"), shall be as set forth in the resolution or resolutions providing for the issuance of such class or series of Preferred Stock (the "Series Terms Resolution") adopted by the Board of Directors. The Series Terms may include, but are not limited to, the following:

- (a) The number of shares constituting the class or series and the distinctive designation of that class or series;
- (b) The dividend rate on the shares of that class or series, whether such dividends, if any, shall be cumulative, and, if so, the date or dates from which dividends payable on such shares shall accumulate, and the relative rights of priority, if any, of payment of dividends on shares of that class or series;
- (c) Whether that class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;
- (d) Whether that class or series shall have conversion privileges with respect to shares of any other class of shares or of any other series of any class of shares, and, if so, the terms and conditions of such conversion including, but not limited to, the events upon which such conversion shall or may, as the case may be, occur;
- (e) Whether the shares of that class or series shall be redeemable, and, if so, the terms and conditions of such redemption, including their relative rights of priority, if any, of redemption, the date or dates upon or after which they shall be redeemable, provisions regarding redemption notices, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (f) Whether that class or series shall have a sinking fund for the redemption or purchase of shares of that class or series by the Corporation, and, if so, the terms and amount of such sinking fund;
- (g) The rights of the shares of that class or series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series;
- (h) The conditions or restrictions upon the creation of indebtedness of the Corporation or upon the issuance of additional Preferred Stock or other capital stock ranking on a parity therewith, or prior thereto, with respect to dividends or distribution of assets upon liquidation;

- (i) The conditions or restrictions with respect to the issuance of, payment of dividends upon, or the making of other distributions (including, but not limited to, upon voluntary or involuntary liquidation) to, or the acquisition or redemption of, shares ranking junior to the Preferred Stock or to any class or series thereof; and
- (j) Any other designations, preferences, powers or rights and any qualifications, limitations or restrictions thereon as may be fixed by resolution or resolutions of the Board of Directors.

Any of the Series Terms, including, but not limited to, those with respect to voting rights, of any class or series may be made dependent upon facts ascertainable outside these Articles of Incorporation and the applicable Series Terms Resolution, provided that the manner in which such facts shall operate upon such Series Terms is set forth in these Articles of Incorporation or in such Series Terms Resolution.

Relative Rights of Common Stock. The rights of holders of the Common Stock shall be subject to superior rights, if any, of the holders of the Preferred Stock.

ARTICLE IV TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1201 Hays Street
Tallahassee, Florida 32301

The name of the initial registered agent of this Corporation at that address shall be:

Corporation Service Company

ARTICLE VI. BOARD OF DIRECTORS

Generally. The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have at least one (1) director. The number of directors may be increased or decreased from time to time by the Shareholders or the Board of Directors.


Indemnification. The Corporation shall indemnify and may advance expenses in connection with such indemnification to its directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Samuel C. Ullman	c/o Kelley Drye & Warren LLP 201 South Biscayne Blvd. Suite 2400 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 23rd day of June, 1998.



Samuel C. Ullman, Incorporator

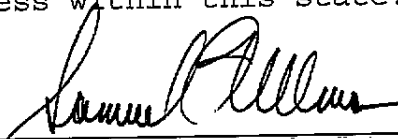
DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 24 AM 8:32

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, SMP Group, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein 1201 Hays Street, Tallahassee, Florida 32301, has named Corporation Service Company, located thereat as its registered agent to accept service of process within this state.



Samuel C. Ullman, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

Corporation Service Company

By: 
Registered Agent

Karen B. Rozar, As Its Agent