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EDWARDS & ANGELL, LLP
COUNSELLORS AT LAW
JAN 1997

250 ROYAL PALM WAY
PALM BEACH, FL 33480-4309
(561) 833-7700
FAX (561) 655-8719

Rebecca Fortuna Black
Direct Dial: (561) 820-0260
Direct Fax: (888) 325-9197
E-Mail: rblack@ealaw.com

July 2, 1998

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

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Re: SMARTPUBS, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for SmartPubs, Inc. Also enclosed is a check in the amount of \$122.50 in payment of the filing fees. Please file the Articles of Incorporation and return a certified copy to the undersigned in the stamped envelope provided.

If you have any questions, please contact the undersigned.

Sincerely,

Rebecca Fortuna Black

Rebecca Fortuna Black
Certified Legal Assistant

Encls.

cc: Sheila M. Thompson

FILED
98 JUL -6 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-7/8/98

ARTICLES OF INCORPORATION
OF
SMARTPUBS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be SMARTPUBS, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is Ten Thousand (10,000) shares of common stock, \$.01 par value per share.

ARTICLE IV. ADDRESS

The principal street address of the corporation is 18952 S.E. Hillcrest Drive, Tequesta, Florida 33469 and the mailing address of the corporation is the same.

The street address of the initial registered office of the corporation is 18952 S.E. Hillcrest Drive, Tequesta, Florida 33469 and the name of the initial registered agent of the corporation at that address is Sheila M. Thompson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The name and street address of the initial member of the Board of Directors are:

Sheila M. Thompson
18952 S.E. Hillcrest Drive
Tequesta, Florida 33469

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any

director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Sheila M. Thompson
18952 S.E. Hillcrest Drive
Tequesta, Florida 33469

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 22nd day of June, 1998.

Sheila M. Thompson
Sheila M. Thompson, Incorporator

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


The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

SmartPubs, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Tequesta, County of Palm Beach, State of Florida, has named Sheila M. Thompson, located at 18952 S.E. Hillcrest Drive, Tequesta, Florida 33469, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 22nd day of June, 1998.



Sheila M. Thompson

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TALLAHASSEE, FLORIDA