

8/11/98

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NAME: WILLIAMS SMITH INCORPORATED  
AUDIT NUMBER.....H98000014834  
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TALLAHASSEE, FLORIDA

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TO 610101#99999#185092 P002/007

08-11-98 09:03AM FROM KIPNIS TESCHER



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 10, 1998

TESCHER, LIPPMAN, VALINSKY & KAIN

SUBJECT: SMITH WILLIAMS INCORPORATED  
REF: W98000018118

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THE CONFLICT IS SMITH & WILLIAMS, P.A., DOCUMENT NUMBER H71031.

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Michelle Milligan  
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WILLIAMS SMITH INCORPORATED

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: Williams Smith Incorporated.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is One Financial Plaza, Suite 2308, Fort Lauderdale, Florida 33394.

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Prepared by: Kipnis Tescher Lippman & Valinsky  
One Financial Plaza, Suite 2308  
Fort Lauderdale, Florida 33394  
(954) 467-1964  
ART.INC. Howard A. Tescher, Florida Bar No. 509183

Fax Audit No. H 98000014834 9

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.0001 par value per share.

ARTICLE IV

REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

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

Howard A. Tescher, Esq.  
One Financial Plaza  
Suite 2308  
Fort Lauderdale, Florida 33394

ARTICLE V

INCORPORATOR

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

Howard A. Tescher  
One Financial Plaza  
Suite 2308  
Fort Lauderdale, Florida 33394

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ART.INC. Howard A. Tescher, Florida Bar No. 509183

ARTICLE VI

INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE VII

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:

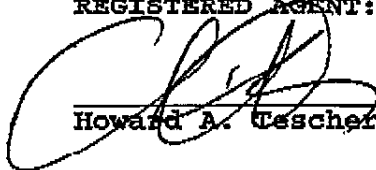
  
Howard A. Tescher

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents

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under, the Florida General Corporation Act, including specifically  
Section 607.0505.

REGISTERED AGENT:

  
Howard A. Tescher

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TALLAHASSEE, FLORIDA

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