

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 11 AM 11:47

P98000078654

Security Marketing Benefits International, Inc.

900002633409--5

-09/08/98--01012--035

****122.50 ****122.50

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by:

LS 9/8/98 9:52
Name Date Time

Walk-In _____ Will Pick Up _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 SEP - 8 AM 10:20

RECEIVED

Printed 3EP 1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 10, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: SECURITY MARKETING BENEFITS, INC.
Ref. Number: W98000020360

We have received your document for SECURITY MARKETING BENEFITS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 598A00045565

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 11 AM 11:47

SECURITY MARKETING BENEFITS INTERNATIONAL, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is SECURITY MARKETING BENEFITS INTERNATIONAL, INC.

ARTICLE II: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is amount 1,000 shares of common stock having a par value of (\$1.00) Dollar per share.

ARTICLE V: SECTION 1244 STOCK

The corporation, and the parties hereto, shall take whatever action shall be necessary to cause the shares of the corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954, as amended, and regulations issued thereunder.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The post office address of the corporation's initial registered agent is 4410 Presidential Street, Seffner, Florida 33584, and the name of the initial registered agent at such address is Charles

Everett Fish. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VII: INITIAL DIRECTORS

The initial Board of Directors shall consist of two (2) directors, whose names and post office addresses follow:

CHARLES EVERETT FISH
4410 Presidential Street
Seffner, Florida 33584

SUZANNE MARIE FISH
4410 Presidential Street
Seffner, Florida 33584

who shall hold office until the first annual meeting of the shareholders, and until their successor(s) shall have been elected and qualified or until their earlier resignation, removal from office or death.

The number of Directors may be increased or decreased from time to time by Amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than one (1).

ARTICLE VIII: INCORPORATOR

The name and post office address of the person filing these Articles of Incorporation as Incorporator is as follows:

CHARLES EVERETT FISH
4410 Presidential Street
Seffner, Florida 33584

ARTICLE IX: AMENDMENTS

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 shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.


IN WITNESS WHEREOF, the incorporator above named has set her hand and seal this 4th day of September, 1998, for the purpose of forming this corporation under the laws of the State of Florida, and I make, subscribe, acknowledge and file these Articles of Incorporation, and certify that the facts herein stated are true.

Charles Everett Fish
CHARLES EVERETT FISH

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me personally appeared **CHARLES EVERETT FISH**, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal this 4th day of September, 1998.

Suzett
NOTARY PUBLIC
My Commission Expires:
 SUZETT MALENCONSO
My Commission CC460679
Expires May, 08, 1999
Bonded by HAI
800-422-1655

RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: desiring to organize under the laws of the State of Florida
SECURITY MARKETING BENEFITS INTERNATIONAL, INC.
with its initial principal office located at 4410 Presidential Street, Seffner, Florida 33584 with **CHARLES EVERETT FISH**, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Charles Everett Fish
CHARLES EVERETT FISH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 11 AM 11:47