

P9800000 80303

LAW OFFICES

WEISS, HERNANDEZ & CORDERO, P.A.

1401 BRICKELL AVENUE • SUITE 300

MIAMI, FLORIDA 33131

TELEPHONE (305) 358-1500

FAX (305) 358-1921

MICHAEL N. WEISS
EUGENIO HERNANDEZ
LUIS A. CORDERO

DAMARIS Y. GARCIA
SETH R. LEECH

OF COUNSEL
WILLIAM B. TAFFET *
EDWARD BENDIK *

* ADMITTED IN NY

BOCA RATON OFFICE

5355 TOWN CENTER ROAD

SUITE 801

BOCA RATON, FLORIDA 33486

TELEPHONE (561) 393-7400

FAX (561) 368-9274

WEST PALM BEACH OFFICE

ESPERANTE BUILDING

222 LAKEVIEW AVENUE, SUITE 260

WEST PALM BEACH, FLORIDA 33401

TELEPHONE (561) 627-4700

FAX (561) 691-0417

September 9, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

400002637504--4
-09/11/98--01076--012
****122.50 ****122.50

Re: Incorporation of: S.M.G.P., Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for S.M.G.P., Inc. and our check in the sum of \$122.50.

Please return one certified copy to our office in the Federal Express envelope provided.

Thank you for your cooperation.

Very truly yours,

WEISS, HERNANDEZ & CORDERO, P.A.

Michael N. Weiss

MNW/dmp
Enclosures
Federal Express

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 11 AM 8:08

B. BROCK SEP 7 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

98 SEP 11 AM 8:08

OF

S.M.G.P., Inc.

ARTICLE I

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation and its principal place of business and/or mailing address:

S.M.G.P., Inc.
c/o Weiss, Hernandez & Cordero, P.A.
1401 Brickell Avenue, Suite 300
Miami, Florida 33131

ARTICLE II

CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of FIVE HUNDRED (500) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar

(\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

MICHAEL N. WEISS, ESQUIRE
WEISS, HERNANDEZ & CORDERO, P.A.
1401 Brickell Avenue, Suite 300
Miami, Florida 33131

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

NAME

ADDRESS

PAUL GOLD

c/o Weiss, Hernandez & Cordero, P.A.
1401 Brickell Avenue, Suite 300
Miami, Florida 33131

MABY SANCHEZ

c/o Weiss, Hernandez & Cordero, P.A.
1401 Brickell Avenue, Suite 300
Miami, Florida 33131

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VII
INCORPORATORS

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

INCORPORATOR

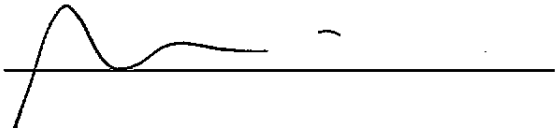
Michael N. Weiss

ADDRESS

**Weiss, Hernandez & Cordero, P.A.
1401 Brickell Avenue, Suite 300
Miami, Florida 33131**

The undersigned, being the original subscriber to these Articles of Incorporation, for the purposes of forming a corporation for profit and to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein state are true and accordingly, has hereunto set his hand and seal this 18th day of September, 1998.

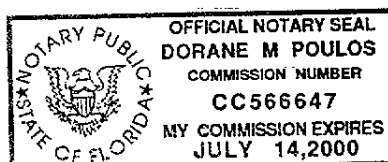
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)



BE IT REMEMBERED, that on this day before me, a Notary Public duly authorized in the State of Florida, County of Dade, to take acknowledgments, personally appeared MICHAEL N. WEISS, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation. **WITNESS** my hand and official seal at Miami, Dade County, Florida, this 18th day of September, 1998.


Notary Public, State of Florida

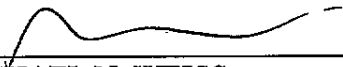
My Commission Expires:



CERTIFICATE DESIGNATING
REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates MICHAEL N. WEISS, as its Registered Agent to accept service of process within this State.

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of law applicable to said designation.



MICHAEL N. WEISS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 11 AM 8:08