

P98000009 1472

CAPITAL CONNECTION, INC.

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

Sme America, Inc.

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*****157.50 *****78.75

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ 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 _____

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DIVISION OF CORPORATIONS

98 OCT 27 AM 10:57

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DIVISION OF CORPORATIONS

R. Purinton OCT 27 1998

**ARTICLES OF INCORPORATION
OF
SME AMERICA, INC.**

ARTICLE I.

NAME

The name of the Corporation is: SME AMERICA, INC.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 3972 S.W. St. Lucie Lane, Palm City, Florida 34990.

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ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3972 S.W. St. Lucie Lane, Palm City, Florida 34990, and the name of the initial registered agent of this Corporation at that address is Henry H. Taylor.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially.

The number of directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the initial directors are:

Henry H. Taylor
3972 S.W. St. Lucie Lane
Palm City, Florida 34990

Jay H. Chung
3972 S.W. St. Lucie Lane
Palm City, Florida 34990

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

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

Henry H. Taylor
3972 S.W. St. Lucie Lane
Palm City, Florida 34990

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

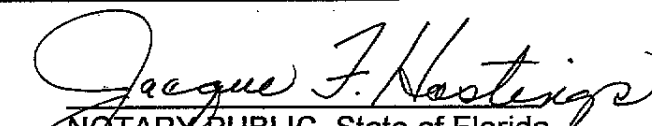
This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of October, 1998.


HENRY H. TAYLOR

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of October, 1998, by HENRY H. TAYLOR. He is personally known to me, or produced as identification.


NOTARY PUBLIC, State of Florida
[SEAL]

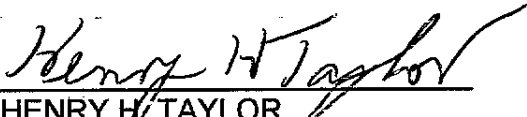
JACQUE F. HASTINGS
COMMISSION # CC 720311
Printed Name of Notary/Secretary/Minister
My Commission Expires APR 8, 2002
BONDED THRU
JACQUE F. HASTINGS CO., INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of SME AMERICA, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:

10-21-98


HENRY H. TAYLOR

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