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DOLORES SMITH
178 CITRUS TREE LANE
LONGWOOD, FL 32750
(407) 260-9189

FILED
98 DEC -4 PM 12:38
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

December 1, 1998

Florida Department of Revenue
Sandra B. Mortham
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****70.00 *****70.00

Dear Madam Secretary:

Attached are the Articles of Incorporation for a new corporation to be known as Smith Consulting, Inc., along with the appropriate filing fees (\$35.00) and registered agent designation fee (\$35.00) totaling \$70.00. Please return the proper proof of filing to me, a Certified Copy is not necessary.

Thank you for your attention to this matter.

Sincerely,

Dolores Smith

Attachment

F. CHESSEB DEC 8 1998

ARTICLES OF INCORPORATION

OF

SMITH CONSULTING, INC.

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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 and pursuant to the provisions of the laws of such state, providing for formation, liability, rights, privileges, benefits and obligations conferred and imposed by such laws on corporations organized pursuant to the provisions thereof, and do hereby make, subscribe, acknowledge and agree to and file these Articles of Incorporation as follows:

**ARTICLE I.
NAME**

The name of the corporation shall be SMITH CONSULTING, INC.

**ARTICLE II.
ADDRESS**

The street address of the principal office of the corporation shall be:
178 Citrus Tree Lane
Longwood, FL 32750

**ARTICLE III.
NATURE AND DURATION 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 Florida. The corporation shall have perpetual existence.

**ARTICLE IV.
CAPITAL STOCK**

The corporation is authorized to issue a maximum of 5,000 shares of stock. The shares of stock authorized shall be common stock having a par value of \$.10 (10 cents) 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:

Dolores Smith
178 Citrus Tree Lane
Longwood, FL 32750

ARTICLE XI.
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

Dolores Smith
Dolores Smith
Incorporator

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated 12-3, 1998.

Dolores Smith
Dolores Smith
Registered Agent

STATE OF FLORIDA
COUNTY OF Seminole

BEFORE ME, a Notary Public, in and for the State of Florida At Large, personally appeared DOLORES SMITH, personally known to me or who produced a driver's license as identification and who is the person who executed the foregoing Articles of Incorporation, acknowledged before me that she executed the same for the purpose therein expressed.

WITNESS my hand and official seal this 3rd day of December, 1998.

Name: Nona B Rumpf
Notary Public NONA B Rumpf

My Commission Expires:



NONA B. RUMPF
COMMISSION # CC 703565
EXPIRES JAN 27, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE VI.
PRE-EMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VII.
INCORPORATOR**

The name and address of the initial incorporator of this corporation shall be:

Dolores Smith
178 Citrus Tree Lane
Longwood, FL 32750

**ARTICLE VIII.
NAMES OF OFFICERS**

The names of the officers who shall serve until the first election to be held at the annual meeting of the Board of Directors are as follows:

President	
and Treasurer	Dolores Smith
Vice President	
and Secretary	Lee R. Smith

**ARTICLE IX.
NAMES OF DIRECTORS**

The following two (2) persons shall constitute the membership of the first Board of Directors who shall serve until the first election of members of the Board of Directors at the first annual meeting of the members:

Dolores Smith
Lee R. Smith

**ARTICLE X.
BYLAWS**

The bylaws of this corporation shall be adopted by the initial Board of Directors at the organizational meeting of the corporation and thereafter may not be deleted or modified, but may be supplemented when in the opinion of a majority of the Board of Directors at a regular or special meeting such supplementation is deemed necessary. All questions of interpretation of the bylaws shall be decided by the Board of Directors.

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