



THE UNITED STATES
CORPORATION
COMPANY

798000108105

ACCOUNT NO. : 072100000032

REFERENCE : 081212 162199A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 29, 1998

ORDER TIME : 10:23 AM

ORDER NO. : 081212-010

CUSTOMER NO: 162199A

CUSTOMER: Rick M. Morse, Cpa
RICK M. MORSE, CPA, P.A.
RICK M. MORSE, CPA, P.A.
Suite 201
7800 N. University Drive
Tamarac, FL 33321

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ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 01/13/99 BY 1043

DOMESTIC FILING

NAME: SMILING PIRATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: _____

532

W98-29073

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 29 AM 8:14

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12/31/98
mm



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SMILING PIRATES, INC.
Ref. Number: W98000029073

RESUBMIT

Please give original
submission date as file date.

We have received your document for SMILING PIRATES, INC.. However, the document has not been filed and is being returned for the following:

Please complete Article(s) V.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 898A00060820

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98 DEC 30 PM 2:09

ARTICLES OF INCORPORATION
OF

SMILING PIRATES, INC.

ARTICLE I

NAME

The name of this Corporation shall be :

SMILING PIRATES, INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of CLEANING
and transacting any and all lawful business.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 5000 shares of \$ 1
par value common stock.

ARTICLE IV

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this
corporation is:

3902 N.W. 89TH WAY
COOPER CITY, FL 33024

and the name of the initial registered agent of this
corporation at the above address is:

RACHEL GOLDBERG

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V**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 name and address of the initial Director of this corporation is:

RACHEL GOLDBERG
3902 N.W. 89TH WAY
COOPER CITY, FL 33024

ARTICLE VI**INCORPORATOR**

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

RACHEL GOLDBERG
3902 N.W. 89TH WAY
COOPER CITY, FL 33024

ARTICLE VII**POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VIII**INDEMNIFICATION**

The corporation shall indemnify any officer or director or former officer or former director to the full extent permitted by law.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 28th day of December 1998

Rachel Goldberg

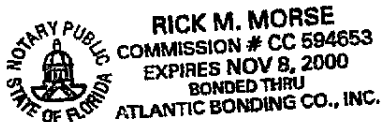
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 28th DAY of December, 1998 RACHEL GOLDBERG appeared before me the undersigned authority, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same, freely and voluntarily for the purpose therein expressed.

Rick M. Morse

Notary Public

ss: My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED;

SMILING PIRATES, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF COOPER CITY, FLORIDA HAS NAMED RACHEL GOLDBERG AT 3902 N.W. 89TH WAY, COOPER CITY, FLORIDA 33024 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Rachel Goldberg*
CORPORATE OFFICER

TITLE *Pres.*

DATE *12/28/98*

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *Rachel Goldberg*

DATE *12/28/98*