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ARLENE LLOYD HAN

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January 6, 1999

Department of State
Division of Corporations
Post office Box 6327
Tallahassee, Florida 32314

SUBJECT: MARK SMITH, INC.

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-01/19/99--01132--023
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for MARK SMITH, INC. and a check for \$78.75 to cover the filing fee and certificate of status. Also enclosed is a copy of the articles for certification and return to my office.

Thank you very much for your assistance.

Very truly yours,

Arlene Lloyd Han

ALH/pt

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W. BROCK JAN 25 1999

ARTICLES OF INCORPORATION

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

I.

The name of this corporation shall be:

MARK SMITH, INC.

The address of the principal office shall be:

1554 CYPRESS DRIVE
FORT MYERS, FLORIDA 33907

II.

This corporation may conduct or engage in any activity or business for or hereinafter permitted under the laws of the United States and of the State of Florida.

III.

The corporation may use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of property and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner and upon such terms as its Board of Directors shall determine and to hold the same in its treasury to be thereafter sold, issued or disposed of when and in such manner as the Board of Directors may deem expedient, and neither such property nor the Capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration or payment of dividends unless otherwise determined by a majority of the Board of Directors or by a majority of the stockholders.

IV.

The corporation may conduct its business, or any part or parts thereof, in the United States of America, or any of them, in the territories and the District of Columbia, and in any or all dependencies, colonies or jurisdictions, without restrictions as to place. It may have one or more offices or agencies, and keep such books of the company outside of the State of Florida as are not required by law to be kept within this state.

V.

This corporation shall have perpetual existence.

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VI.

The initial registered agent and registered office for this corporation shall be:

MARK SMITH
1544 CYPRESS DRIVE
FORT MYERS, FLORIDA 33907

VII.

The incorporater is MARK SMITH.

VIII.

The number of directors may be altered from time to time by laws adopted by the stockholder. However, the corporation shall have no less than one (1) director at any time.

The name and address of the initial director of this corporation is MARK SMITH
1554 Cypress Drive, Fort Myers, Florida 33907.

IX.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ration that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of share, and inviting him to exercise his pre-emptive rights. This right may also be within thirty (30) days of receipt of notice from the corporation.

X.

The maximum number or shares of sock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at no par value.

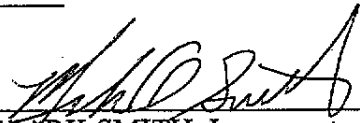
XI.

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

XII.

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

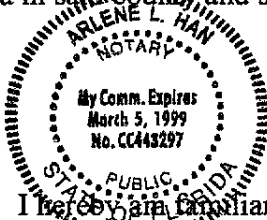
IN WITNESS WHEREOF, the undersigned Incorporator in the State of Florida this 6th day of January, 1999.

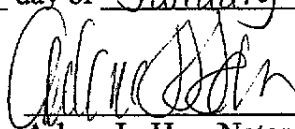

MARK SMITH, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME the undersigned authority, personally appeared Mark Smith who is known to me to be the person described in, and who executed, the foregoing Articles of Incorporation and acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Lee County, Florida in said county and state this 6th day of January, 1999.



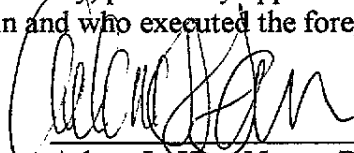

Arlene L. Han, Notary Public

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


MARK SMITH, Registered Agent

BEFORE ME, the undersigned authority, personally appeared Mark Smith who is to me known to be the person described in and who executed the foregoing as registered agent.




Arlene L. Han, Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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