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FLORIDA PROFIT CORPORATION OR P.A.

SMITHSONIAN INVESTMENTS ENTERPRISES, INC.

62788

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 27, 1999

EMPIRE

SUBJECT: SMITHSONIAN INVESTMENTS ENTERPRISES, INC.
REF: W99000001798

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SMITHSONIAN INVESTMENTS
ENTERPRISES, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is SMITHSONIAN INVESTMENTS ENTERPRISES, INC.

ARTICLE II

The existence of the corporation shall begin on January 19, 1999.

ARTICLE III

The street address of the principal office of the Corporation is SMITHSONIAN INVESTMENTS ENTERPRISES, INC. at 6157 N.W. 167th St., Suite F-4, Miami, Florida 33015.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one hundred 100, all of which shall be Common Shares. All common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's principal office is 6157 N.W. 167th Street, Suite F-4, Miami, Florida 33015. The initial registered agent for the Corporation at that address is The Law Office of Richard K. Stanton, Brickell BayView Center, 80 S.W. EIGHT Street, Suite 2804, Miami, Florida 33130. Richard K. Stanton, Esq., is registered agent.

ARTICLE VI

The initial board of directors shall consist of only one member. The name and address of the person who will serve on the initial board of directors is STEVE CUIFFO.

Page 1 of 2

PREPARED BY:
Richard K. Stanton, Esq.
80 S.W. 8th Street, Suite 2804
Miami, FL 33130
(305) 381-8505
Fla. Bar No.: 438987

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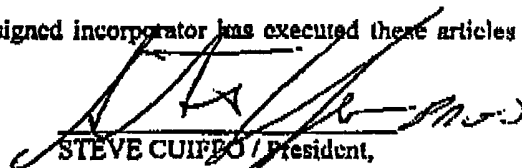
ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation is are:
STEVE CUIFFO as President, Secretary and Treasurer. at 6157 N.W. 167th St. F-4
Miami, FL 33015.

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 19th day of January, 1999.


STEVE CUIFFO / President,
Secretary and Treasurer

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SMITHSONIAN INVESTMENTS ENTERPRISES, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


RICHARD K. STANTON, ESQ.

Date: January 19, 1999.

PREPARED BY:
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Miami, Florida 33130
(305) 381-8505

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