

RESPOND TO:

*Al Cheneler, P.A.*

Orlando Office:

2265 Lee Road, Suite 125  
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*Attorney at Law  
Board Certified Real Estate Specialist  
Board Certified Public Accountant*

Daytona Office

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Tel: (904) 255-5559

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January 28, 1999

Secretary of State  
Division of Corporations  
409 E. Gains Street  
Tallahassee, Florida 32314

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\*\*\*\*122.50 \*\*\*\*\*78.75

RE: SMARTOP, INC.

For the above-referenced corporation, enclosed please find the following:

1. The original signed Articles of Incorporation;
2. A copy of the Articles of Incorporation; and
3. A check in the amount of \$122.50 made payable to the Secretary of State.

The enclosed check to the Secretary of State will cover the following fees:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Total: \$122.50

Please fax confirmation of filing to our office and return the certified copy of the Articles of Incorporation to this office as soon as possible.

Thank you for your prompt attention to this matter.

Sincerely,

  
Al A. Cheneler

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION  
OF  
~~SMART-TOP, INC.~~  
~~SMARTOP~~

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is:  
~~SMARTOP~~  
~~SMART-TOP, INC.~~

The principal place of business of this corporation shall be 5621 Delano Lane, Orlando, FL 32821.

ARTICLE II  
DURATION

The duration of the corporation is perpetual.

ARTICLE III  
NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5621 Delano Lane, Orlando, FL 32821, and the name of its initial registered agent is Kathryn West.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall

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never be less than one (1). The name and address of the initial director of the corporation is as follows:

Kathryn West  
5621 Delano Lane  
Orlando, Florida 32821

#### ARTICLE VII INCORPORATORS

The name and address of each incorporator is as follows:

Al A. Cheneler, Esquire  
2265 Lee Road, Suite 125  
Winter Park, Florida 32789

#### ARTICLE VIII OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President - Kathryn West  
Secretary - Kathryn West  
Treasurer - Kathryn West

#### ARTICLE IX INDEMNIFICATION

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

#### ARTICLE X BYLAWS

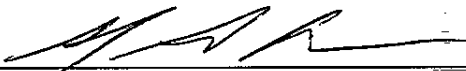
The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors of this corporation.

#### ARTICLE XI AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the board of directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to the Articles of Incorporation so made must be approved by a majority vote of the

shareholders of the corporation.

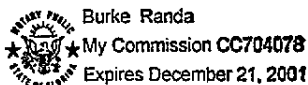
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 28<sup>th</sup> day of January, 1999.

  
Al A. Cheneler, Esquire  
2265 Lee Road, Suite 125  
Winter Park, Florida 32789

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me personally appeared AL A. CHENELER, to me well known and 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 said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 28<sup>th</sup> day of January, 1999



  
Notary Public, State of Florida

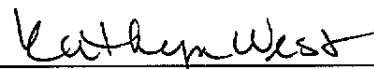
SMARTOP      DESIGNATION OF REGISTERED AGENT

~~SMART TOP~~, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Orlando, Florida, had and does by these presents name Kathryn West as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process of the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

DATED this 25<sup>th</sup> day of JANUARY, 1999.

  
Kathryn West  
Registered Agent

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