

P99000013866

LINDA C. HANNA  
Professional Association  
ATTORNEY AT LAW  
600 South Magnolia Avenue  
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Tampa, Florida 33606  
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February 9, 1999

Via UPS Overnight  
(N400 0405 78 5)

Attn: Filing Department  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

900002771359--4  
-02/10/99--01044--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: SMITH VELARDE INC.

Dear Sir or Madam:

We are enclosing an original and two copies of the Articles of Incorporation to be filed, for the above-referenced corporation.

Please return the copy, marked "filed" in the envelope enclosed.

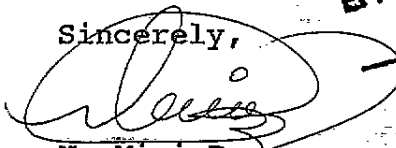
We are also enclosing this firm's check in the amount of \$70.00, covering the filing fee.

Please return the confirmation copy of this letter in the enclosed envelope, as evidence of your receipt of this package.

If you have any questions, please call the undersigned, immediately.

Your attention to this matter is appreciated.

Sincerely,

  
N. Mimi Paez  
legal assistant to  
Linda C. Hanna

NMP  
2/12/99

NMP/pc  
Enclosures

nmpdocs/ltsecst.vel

EFFECTIVE DATE  
2-4-99

99 FEB 10 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

FILED

99 FEB 10 AM 8:29

ARTICLES OF INCORPORATION SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

SMITH VELARDE INC.

EFFECTIVE DATE

2-4-99

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

SMITH VELARDE INC.

ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE III

Capital Stock

A. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1000 shares

of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

B. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

C. The shareholders of the corporation shall not have preemptive rights to acquire unissued shares of the stock of the corporation.

#### **ARTICLE IV** **Existence of Corporation**

In accordance with Section 607.0203 Florida Statutes, the existence of this corporation shall commence on February 4, 1999, and shall thereafter be perpetual.

#### **ARTICLE V** **Principal Place of Business**

The street address of the initial principal office, and if, different, the mailing address of the corporation, shall be 8732 McAdam Place, Tampa, Florida 33634.

**ARTICLE VI**  
**Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 600 S. Magnolia Avenue, Suite 125, Tampa, Florida 33606, and the initial registered agent of this corporation at such office shall be Linda C. Hanna. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE VII**  
**Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

**ARTICLE VII**  
**Initial Board of Directors**

The initial Board of Directors shall consist of one member, such member to hold office until her successor has been duly elected and qualified. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Janice Velarde	8732 McAdam Place Tampa, Florida 33634

**ARTICLE VIII**  
**Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Linda C. Hanna	600 S. Magnolia Avenue Suite 125 Tampa, Florida 33606

**ARTICLE IX**  
**By-Laws**

A. The power to adopt the by-laws of this corporation to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or


adopted by such a vote of the stockholders may be altered,  
amended or repealed by the vote of the directors until two years  
shall have expired since such action by vote of such  
stockholders.

B. The by-laws of this corporation shall be for the  
government of this corporation and may contain any provisions or  
requirements for the management or conduct of the affairs and  
business of this corporation, provided the same are not  
inconsistent with the provisions of these Articles of  
Incorporation, or contrary to the laws of the State of Florida or  
of the United States.

**ARTICLE X**  
**Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change  
or repeal any provisions contained in these Articles of  
Incorporation in the manner now or hereafter prescribed by  
statute, and all rights conferred upon the stockholders herein  
are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has  
executed these Articles for the uses and purposes therein stated.

  
LINDA C. HANNA

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

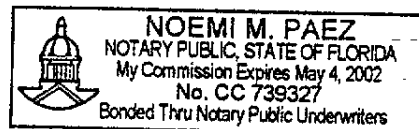
The foregoing instrument was acknowledged before me this 9th day of February, 1999, by LINDA C. HANNA, who is personally known to me and who did not take an oath, and who signed the foregoing Articles of Incorporation, and acknowledged to me that she executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



NOEMI M. PAEZ  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_



**SMITH VELARDE INC.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

LINDA C. HANNA, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation hereby agrees and consents to act in that capacity.

DATED this 9th day of February, 1999.

  
LINDA C. HANNA

**FILED**  
99 FEB 10 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA