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Examiner's Initials

OFFICE USE ONLY

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ARTICLES OF INCORPORATION

OF

SMOKEY MOUNTAIN CORPORATION

The undersigned, acting as the incorporator of the Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME OF THE CORPORATION

The name of this Corporation shall be **SMOKEY MOUNTAIN CORPORATION**

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

99 MAR II PM I: 04 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

AUTHORIZED SHARES

Number: The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock.

Initial issue: 100 shares of the Capital Stock of the Corporation shall be issued for adequate consideration in the following manner:

RICHARD E. WESLEY

One Hundred (100) Shares

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No Classes of Stock: The shares of the Corporation are not to be divided into classes.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 313 Pine Shadow Lane, Lake Mary, Florida 32746 and the name of the initial registered agent at such address is RICHARD E. WESLEY.

ARTICLE VI

PRINCIPAL OFFICE

The Principal Office of the corporation shall be 313 Pine Shadow Lane, Lake Mary, Florida 32746.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have *One (1) Director* constituting the initial Board of Directors.

The *Director* need not be a resident of the State of Florida or Shareholders of the corporation.

Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Directors shall constitute an act of the Board of Directors.

The name and address of the person(s) who shall serve as Director(s) until *him* successors shall have been elected and qualified, is as follows:

NAME

ADDRESS

RICHARD E. WESLEY

313 Pine Shadow Lane Lake Mary, Florida 32746

ARTICLE VIII

INCORPORATORS

The names and addresses of the initial incorporators are as follows:

NAME

ADDRESS

RICHARD E. WESLEY

313 Pine Shadow Lane Lake Mary, Florida 32746

ARTICLE IX

PREEMPTIVE RIGHTS OF SHAREHOLDERS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

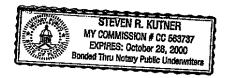
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange County, Florida on this *10th day of March*, *1999*.

RICHARD E. WESLEN

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 10th day of March, 1999, by RICHARD E. WESLEY, who has produced a driver's license as identification or who is personally known to me.



Steven R. Kutner, Notary Public Commission No. CC563737 My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That SMOKEY MOUNTAIN CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Lake Mary, Orange County, State of Florida, has named RICHARD E. WESLEY located at 313 Pine Shadow Lane, Lake Mary, Florida 32746 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Date:

March 10, 1999

RICHARD E. WESLEY