

P. 990000026036

**J. Victoria Garbacik Kopman CPA**  
**3658 Indian Princess Road**  
**Jacksonville, FL 32257**  
**(904) 880-9803**

March 12, 1999

Florida Department of State  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700002808327--0  
-03/16/99-01103--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed is the *original* and *one copy* of the Articles of Incorporation for SMARTCHANGE, INC. A check for the incorporation fee of \$70.00 is also enclosed.

Please return the copy to:

J. Victoria Garbacik- Kopman, CPA  
3658 Indian Princess Road  
Jacksonville, FL 32257

Sincerely,



J. Victoria Garbacik-Kopman, CPA

enclosures

**FILED**  
99 MAR 16 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION  
OF  
SMARTCHANGE, INC.**

**FILED**  
99 MAR 16 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

***ARTICLE I***

**NAME:** The name of the Corporation is:  
**SMARTCHANGE, INC.**

***ARTICLE II***

**ADDRESS:** The address of the principal office is:  
**3010 OLD BARN ROAD, PONTE VEDRA BEACH, FLORIDA 32082**

The mailing address of the corporation is:  
**P.O. Box 2657, PONTE VEDRA BEACH, FLORIDA 32082**

***ARTICLE III***

**REGISTERED OFFICE AND REGISTERED AGENT:**

The street address of the initial registered office is:  
**3010 OLD BARN ROAD, PONTE VEDRA BEACH, FLORIDA 32082**

and the name of the registered agent is:  
**RAYMOND ZAGER**

***ARTICLE IV***

**DURATION:** The Corporation shall have perpetual existence.

***ARTICLE V***

**PURPOSE:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

**ARTICLE VI**

**CAPITAL STOCK:** The Corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 10,000 and the par value of each share is \$1.00

**ARTICLE VII**

**BOARD OF DIRECTORS:** The initial board of directors shall consist of member(s). The name and mailing address of the person who is to serve as director is:

**Name:** Raymond Zager  
**Address:** 3010 Old Barn Road  
Ponte Vedra Beach, FL 32082

**ARTICLE VIII**

**INCORPORATOR:** The name and address of the incorporator is:

**Name:** Raymond Zager  
**Address:** 3010 Old Barn Road  
Ponte Vedra Beach, FL 32082

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Ponte Vedra Beach, Florida on the 12th day of March, 1999.

  
Incorporator

State Of Florida  
County Of St. Johns

Before me, the undersigned authority, personally appeared Raymond Zager, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Ponte Vedra Beach in said County and State this 12th day of March, 1999.



Notary Public, State of Florida  
**NICOLE S. NORMAN**  
Commission # CC 695510  
Comm. Expires Nov. 11, 2001

*Nicole S. Norman*  
\_\_\_\_\_  
Notary Public

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, office/registered agent, in the state of Florida.

1. The name of the corporation is:

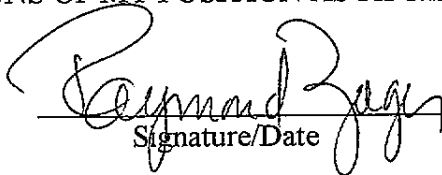
**SMARTCHANGE, INC.**

2. The name and address of the registered agent and office is:

**RAYMOND ZAGER  
3010 OLD BARN ROAD  
PONTE VEDRA BEACH, FLORIDA 32082**

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Signature/Date

**FILED**  
99 MAR 16 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA