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March 2, 1999

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314-6327

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-03/03/99--01049--010
****122.50 *****78.75

Re: BankSmart, Inc.

Dear Sir or Madam:

I am enclosing our firm's check in the amount of \$122.50 in connection with the above corporation for the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

I am also enclosing the original and a copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent. Please return the copy to this office once it has been certified.

Your assistance in this matter is appreciated.

Very truly yours,


Thomas R. Harbert

TRH:tlc
Enclosures

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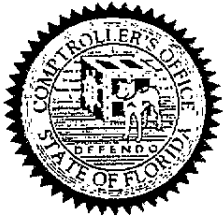
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED

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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

March 16, 1999

Thomas R. Harbert
Mateer & Harbert, P.A.
Attorneys at Law
Suite 600, Two Landmark Center
225 E. Robinson Street
Orlando, FL 32802-2854

Dear Mr. Harbert:

Re: "BankSmart, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Art Simon - Director
Division of Banking
101 East Gaines Street
Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 410-9111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

**ARTICLES OF INCORPORATION
OF
BANKSMART, INC.**

FILED
99 MAR 22 AM 11:23
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is BankSmart, Inc.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 100,000 shares of common stock. Each of such shares shall have a no par value.

ARTICLE IV

The street address of the place of business of the Corporation is 595 Devonshire Boulevard, Longwood, Seminole County, Florida 32750. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is Mateer & Harbert, P.A., 225 E. Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is Thomas R. Harbert, Esq.

ARTICLE V

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name(s) and address(es) of the Directors are:

<u>Name</u>	<u>Address</u>
Edward Hunter Hughes	595 Devonshire Blvd. Longwood, FL 32750
Melvin Edward Hughes, Jr.	595 Devonshire Blvd. Longwood, FL 32750

ARTICLE VI

The name and address of the subscriber is Thomas R. Harbert, Esq., Mateer & Harbert, P.A., 225 E. Robinson Street, Suite 600, Orlando, Florida 32801.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: March 2, 1999.

Thomas R. Harbert
THOMAS R. HARBERT

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on March 2, 1999, by Thomas R. Harbert, Esq., as Incorporator of BankSmart, Inc. He is personally known to me or has produced _____ (type of identification) as identification.

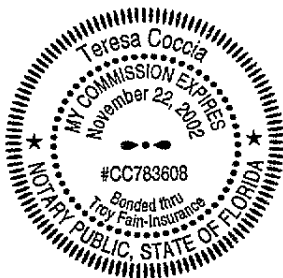
Teresa Coccia
Name: Teresa Coccia
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:

11/22/02




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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That BankSmart, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 595 Devonshire Boulevard, Longwood, Seminole County, Florida 32750, has named Thomas R. Harbert as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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



THOMAS R. HARBERT
(Registered Agent)

FILED
99 MAR 22 AM 11:23
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA