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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. THE SMART STORE CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

**ARTICLES OF INCORPORATION
OF
THE SMART STORE CORPORATION**

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ARTICLE I

The name of the corporation is **THE SMART STORE CORPORATION** (the "Corporation")

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1221 Brickell Ave., Suite 1660, Miami, Fl. 33131

ARTICLE III

This Corporation shall have authority to issue One Hundred and Fifty Thousands (150,000) shares of Common Stock having a par value of \$1 per share

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's By-Laws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Ave., Suite 1660, Miami, Fl. 33131 and name of its initial registered agent at such office is Jorge L. Schcolnik

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

The number of directors constituting the initial Board of Directors is two (2), and the names of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Carlos Pedro Spadone

Jorge Luis Schcolnik

ARTICLE VII

The name of the Incorporator is Jorge L. Schcolnik and the address of the Incorporator is 1221 Brickell Ave., Suite 1660, Miami, FL 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter

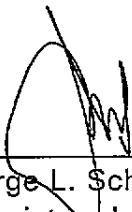
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 30th day of July, 1999



Jorge L. Schcolnik , Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of THE SMART STORE CORPORATION, hereby accepts such designation and is familiar with, and accept, the obligations of such position, as provided in Florida Statutes #607.0505.



Jorge L. Scholnik
Registered Agent

Dated: July 30th 1999

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