

P 9900085595

TRANSMITTAL LETTER

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

400002996044--6
-09/24/99--01035--008
****172.50 ****128.75

SUBJECT: SMG TECHNOLOGIES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Brett M. Dale
Huck, Bouma, Martin, Jones & Bradshaw, P.C.
Name (printed or typed)

1755 S. Naperville Road, Suite 200
Address

Wheaton, IL 60187
City, State & Zip

630/221-1755
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 24 AM 10:25

FILED

NOTE: Please provide the original and one copy of the articles.

[Handwritten signature]
9-27-99
5

CERTIFICATE OF DOMESTICATION

The undersigned, Michael A. Sisko, President
(Name) (Title)

of Sisko Marketing Group, Inc. a foreign Corporation,
(Corporation Name)

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was August 2, 1993

2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Illinois

3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Sisko Marketing Group, Inc.

4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is SMG Technologies, Inc.

5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Illinois

FILED
SEP 24 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I am Michael A. Sisko, of Windemere, Florida

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 30th day of August, 19 99

Michael A. Sisko
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$122.50
Total to domesticate and file	\$172.50

ARTICLES OF INCORPORATION

FILED
99 SEP 24 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SMG TECHNOLOGIES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5145 Latrobe Drive
Windemere, FL 34786

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 Authorized, Common; No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Corporation Service Company
1201 Hayes Street
Tallahassee, FL 32314

FILING FEE: \$70.00

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Michael A. Sisko
5145 Latrobe Drive
Windemere, FL 34786

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

30th day of August, 1999.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
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, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SMG TECHNOLOGIES, INC.

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

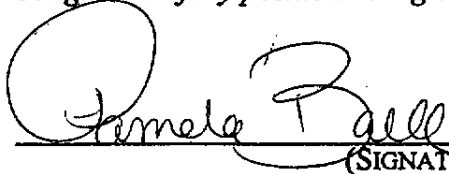
Corporation Service Company
(NAME)

1201 Hayes Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, FL 32314
(CITY/STATE/ZIP)

99 SEP 24 AM 10:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

9-9-99
(DATE)