

WOLFE, YOUNG, O'BAKER & COMPANY Accountants & Tax Consultants

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September 9, 1999

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

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-09/29/99-01027-004
*****70.00 *****70.00

RE: Smith Construction & Development, Inc.

To Whom It May Concern:

Enclosed please find \$70.00 check for Filing Fees (\$35.00) and Registered Agent Designation (\$35) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY



(computer signed to avoid delay)

Robert W. Wolfe

RWW/aln
Enclosures
cc: W. Roger Smith

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WYO

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***Articles of Incorporation
of
Smith Construction & Development, Inc.***

Article I – Name

The name of the corporation is: Smith Construction & Development, Inc.

Article II – Duration

This corporation shall exist perpetually.

Article III – Purpose

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article IV – Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated “Common Shares”.

Article V – Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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U.S. DEPARTMENT OF JUSTICE

Article VI – Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 333 South Orange Ave., Ste. 223, Orlando, FL 32806, and the name of the initial registered agent of this corporation at that address is: W. Roger Smith

Article VII – Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: W. Roger Smith, 333 South Orange Ave., Ste. 223, Orlando, FL 32806.

Article VIII – Incorporator

The name and address of the person signing these Articles of Incorporation is: W. Roger Smith, 333 South Orange Ave., Ste. 223, Orlando, FL 32806.

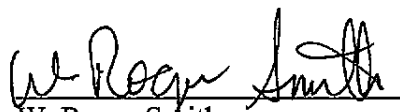
Article IX – Initial Officers

The names and addresses of initial officers shall be W. Roger Smith, 333 South Orange Ave., Ste. 223, Orlando, FL 32806, President, Secretary and Treasurer.

Article X – By-Laws

This corporation reserves the right to amend or repeal any provision contained in these articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 9th day of Sept A.D., 1999.


W. Roger Smith

State of Florida
Department of State

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

The following is submitted in compliance with Section 48.091, Florida Statutes.

Smith Construction & Development, Inc., a corporation organized under the laws of the State of Florida, with its principal office at: 333 South Orange Ave., Ste. 223, Orlando, FL 32806, has named W. Roger Smith of 333 South Orange Ave., Ste. 223, Orlando, FL 32806, as its Agent to accept service of process within this State.

Smith Construction & Development, Inc.

BY:

W. Roger Smith

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the designated place in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

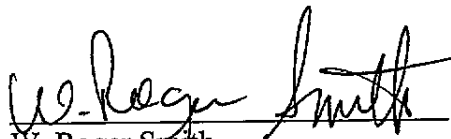
W. Roger Smith

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DEPT. OF STATE
TALLAHASSEE, FLORIDA


STATE of FLORIDA
COUNTY OF Orange :

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, W. Roger Smith, well-known to me, who, after first being duly sworn by me, deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.


W. Roger Smith

SWORN and SUBSCRIBED to before me this 9th day of Sept. A.D., 1999.


Notary Public, State of Florida
AT LARGE

My Commission Expires: (N.P. Seal)

