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TOM G. BURROWS  
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PROBATE PARALEGAL

October 11, 1999

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

600003014546-4  
-10/14/99-01050-005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Smile Enterprises Corporation

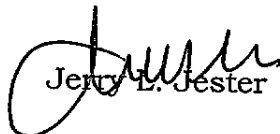
Dear Sir or Madam:

Enclosed please find the following documents for filing with your office together:

1. Original and One copy of Articles of Inc. of Smile Enterprises Corporation.
2. Check in the amount of \$70.00 to cover your filing fees.

Should you have any questions, please call me. I've enclosed a return stamped envelope for your convenience in returning the Articles to my office once they are filed.

Sincerely yours,

  
Jerry L. Jester

JLJ/bjb  
Enclosures as noted

FILED  
99 OCT 14 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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T BROWN OCT 19 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**SMILE ENTERPRISES INCORPORATED**

FILED  
99 OCT 14 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. Name

The name of this corporation is Smile Enterprises Incorporated.

ARTICLE II. Duration

This corporation shall have perpetual existence.

ARTICLE III. Purposes

The general purposes for which this corporation is organized are as follows: To operate a computer business; to install computer software and hardware, repair, build and sell computers and computer equipment; to engage in any type of lawful business; lend or borrow money and to draw, make, accept, discount and issue promissory notes, bills of exchange and other negotiable instruments and to secure the same by mortgage or otherwise; to have offices and officers, agent and agencies in the State of Florida or in any other of United States, or in foreign countries; and to exercise generally such powers as may be incident to or convenient for the purposes and businesses of the corporation and to engage in any activity or business permitted under the laws of the United States and the State of Florida, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE IV. Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be one thousand (1000) shares of common voting stock with a par value of One Dollar (\$1.00) per share. All stock issued shall be fully paid.

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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered and principal office of this corporation is 779 E. Merritt Island Causeway, Suite 304, Merritt Island, Florida, 32952, and the name of the registered agent at that address is Richard M. Biondi. The mailing address of the corporation is 779 E. Merritt Island Causeway, Suite 304, Merritt Island, Florida 32952.

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 by the by-laws, but shall never be less than one. The name and address of the initial directors of this corporation is:

Richard M. Biondi      1170 St. George Rd., Merritt Island, FL 32952

ARTICLE VIII. Incorporators

The name and address of the person signing these articles is Richard M. Biondi, 1170 St. George Rd., Merritt Island, FL. 32952.

ARTICLE IX. Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 7 day of October, 1999.

Richard M. Biondi  
Richard M. Biondi

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

Richard M. Biondi  
Richard M. Biondi

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TALLAHASSEE, FLORIDA