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BERLUTI & McLAUGHLIN LLC
C O U N S E L O R S A T L A W

44 SCHOOL STREET ◆ BOSTON ◆ MASSACHUSETTS 02108

TELEPHONE (617) 557-3030 ◆ FACSIMILE (617) 557-2939

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November 4, 1999

VIA OVERNIGHT MAIL

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida, 32399

200003035222--1
-11/04/99-01067-007
*****78.75 *****78.75

Re: Articles of Incorporation
Arthur Smith Industries Corp.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for Arthur Smith Industries Corp. Also enclosed is a check for \$78.75 payable to the Florida Department of State. Kindly forward a certified copy of the Articles to me at your earliest convenience.

Feel free to contact me if you have any questions or concerns.

Very truly yours,

John T. McLaughlin
John T. McLaughlin /115

cc: Arthur G. Smith, Sr.

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 5 1999

ARTICLES OF INCORPORATION

This undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I **NAME**

The name of the corporation shall be:

Arthur Smith Industries Corp.

ARTICLE II **PRINCIPAL OFFICE**

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

1201 U.S. Highway One, Suite 200
North Palm Beach, Florida 33408

ARTICLE III **SHARES**

The number of share of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000)

ARTICLE IV **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Arthur G. Smith, Sr.
1201 U.S. Highway One, Suite 200
North Palm Beach, FL 33408

ARTICLE V **INCORPORATOR**

The name and address of the incorporator to these articles of Incorporation are:

Arthur G. Smith, Sr.
1201 U.S. Highway One
Suite 200
North Palm Beach, FL 33408

Arthur G. Smith
Signature/Incorporator

11/2/99
Date

Having been named as a registered agent and to accept service of process of 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.

Arthur G. Smith
Signature/Registered Agent
h:\app\general\corporate\articles.htm

11/2/99
Date

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE