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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

SMRC ENTERPRISES, INC.

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11/11/99

ARTICLES OF INCORPORATION
OF

SMRC ENTERPRISES, INC.

ARTICLE I

NAME

The name of this corporation shall be:

SMRC ENTERPRISES, INC.

ARTICLE II

PRINCIPAL OFFICE

The initial principal office of this corporation shall
be:

1601 North Palm Avenue, Suite #303
Pembroke Pines, Florida 33026

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of
common stock, which shall be designated "Common Shares".

PREPARED BY:

PETER M. HODKIN, ESQ.
One East Broward Boulevard, STE. 1501
FORT LAUDERDALE, FLORIDA 33301
FLORIDA BAR NO. 287814
TELEPHONE: (954) 522-2771
FACSIMILE: (954) 523-1614

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is One East Broward Boulevard, Suite #1501, Fort Lauderdale, Florida 33301, and the initial registered agent of this corporation at that address is Peter M. Hodkin.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws but there shall never be less than two directors. The names and addresses of the initial Director of this corporation are:

Andrew Medvin	1601 N. Palm Avenue, Suite #303 Pembroke Pines, Florida 33026
Jack Simon	1501 SW 131 Way Pembroke Pines, FL 33027

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles is Peter M. Hodkin, One East Broward Boulevard, Suite #1501, Fort Lauderdale, Florida 33301.

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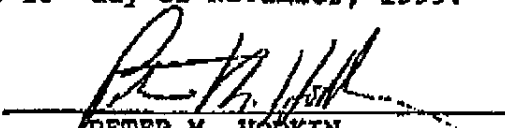
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ARTICLE VII

INDEMNIFICATION

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


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of November, 1999.


PETER M. HODKIN

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 10th DAY OF November, 1999.


PETER M. HODKIN

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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared PETER M. HODKIN, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of SMRC ENTERPRISES, INC., and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me.


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IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal in the county and state aforesaid this
10th day of November, 1999.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

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