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KIND SELMAN CLAIRE

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

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Edward L. Kind, P.A.
Richard M. Selman, P.A.*
Robert I. Claire, P.A.**

* Also Admitted in New Jersey
** Certified Public Accountant

November 19, 1999

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-11/29/99--01107--011
*****78.75 *****78.75

RE: ANTOWAIN SMITH ENTERPRISES, INC.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is check in the amount of \$78.75 for filing fees and a certified copy of the Articles of Incorporation.

Your expediency in returning the filed Articles of Incorporation is appreciated, I have enclosed a self-addressed, stamped envelope for your convenience.

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

Very truly yours,

RICHARD M. SELMAN

RMS/kcr
Enclosures as noted

FILED
99 NOV 29 AM 8:05
TALLAHASSEE, FLORIDA

12/3/99

ARTICLES OF INCORPORATION

OF

ANTOWAIN SMITH ENTERPRISES, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, are to be determined in accordance with the laws of the State of Florida.

ARTICLE ONE - NAME AND PRINCIPAL OFFICE LOCATION

The name of this corporation shall be: ANTOWAIN SMITH ENTERPRISES, INC. The principal office address is 7280 West Palmetto Park Road, Suite 106, Boca Raton, Florida 33433.

ARTICLE TWO - DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE THREE - PURPOSE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz: Transact any and all lawful business.

ARTICLE FOUR - POWERS

The corporation shall have all of the powers enumerated in the Florida General Corporation Act, including but not limited to:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporate may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee, or agent of the corporation

to the full extent as permitted by Florida Statute 607.014.

ARTICLE FIVE - CAPITAL STOCK

This corporation is authorized to issue one thousand shares of \$1.00 par value common stock, which shall be designated "common shares."

ARTICLE SIX - INITIAL REGISTERED OFFICE & AGENT

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation is: Gary Scharf, 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of Directors may be increased by the bylaws. The name and address of the initial Director of this corporation is:

Antowain Smith
7280 W. Palmetto Park Road
Suite 106
Boca Raton, Florida 33433

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles is:

ANTOWAIN SMITH
7280 W. Palmetto Park Road
Suite 106
Boca Raton, Florida 33433

ARTICLE NINE - RESTRICTIONS ON TRANSFER OF STOCK

Shares of the capital stock ("Common Shares") shall be issued initially to the following person(s) and in the following amounts set opposite their names:

Antowain Smith	500 shares
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Shares held by the initial shareholder(s) listed above may not be resold or otherwise transferred to other persons or entities unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which, such shares are first to be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE TEN - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors and Shareholders.

ARTICLE ELEVEN - INDEMNIFICATION

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

ARTICLE TWELVE - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of ^{November} ~~October~~ ^{AS}, 1999.

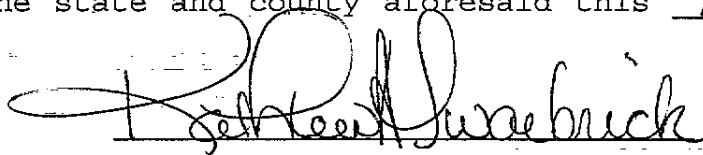

ANTOWAIN SMITH

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ANTOWAIN SMITH, known to me and known by me to be the person or who have produced Driver License as identification, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 9th day of November ^{#6} ~~October~~, 1999.



NOTARY PUBLIC

MY COMMISSION EXPIRES: 4/1/00

KATHLEEN A SWARBRICK
NOTARY PUBLIC, State of New York
Qualified in Erie County
My Commission Expires 4/1/00

ACCEPTANCE BY REGISTERED AGENT

OF

ANTOWAIN SMITH ENTERPRISES, INC.

Having been named to accept service of process for the above named corporation at the place designated in the attached Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open.

Dated this 17 day of Nov 1999.

GARY SCHARF

SWORN TO AND SUBSCRIBED before me this 17 day of Nov 1999 by GARY SCHARF who is personally known or who produced _____ as identification.

NOTARY PUBLIC

MY COMMISSION EXPIRES:



Amiee Lynn Grzybowski
Commission # CC 787310
Expires NOV. 29, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 29 AM 8:06

FILED