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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Division of Corporations

From: Bezrick ELLIOTT

440 NW 139 ST

Miami, FL 33168 Phone: 305 687-5456 Bp. 305 426 6685

cc: Registration of SMART BOXES as a Florida company
500003057825--1
12/01/99
***122.50 ***78.75

Please send all correspondence in return to the above
address. If any questions call above numbers.

Bezrick Elliott GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. V
DATE 12/3/99
DOC. EXAM Dair Brown

ARTICLES OF INCORPORATION
OF
A FLORIDA CORPORATION

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ARTICLE I

CORPORATE NAME

The name of this corporation shall be *Smartboxes, Inc.*

a Florida Corporation.

ARTICLE II

NATURE OF CORPORATE BUSINESS

To engage in the rendering of *consulting* to further carry on any and all business authorized by the laws governing the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares at \$.10 per share par value.

ARTICLE IV

INITIAL REGISTERED AGENT

The corporation's initial registered agent in the State of Florida shall be:

Beznich Elliott
440 NW 139th
N. MIAMI FL 33168

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Beznich Elliott

ARTICLE V

CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS

440 NW 139th Street
N. MIAMI, FL 33168

ARTICLE VI

CORPORATION'S REGISTERED OFFICE ADDRESS

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors for this corporation shall be no less than one and no more than six.

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of each member of the first Board of Directors are:

Bezrich Elliott, 440 NW 139th St, N. Miami, FL 33168

Anit Mauskar, 1325 NE 142nd St
North Miami FL 33161

ARTICLE IX

INCORPORATORS

The names and post office addresses of each incorporator executing these Articles of Incorporation are:

Bezrich Elliott, 440 NW 139th St
North Miami, FL 33168

ARTICLE X

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares.

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XII APPROVAL OF SHAREHOLDERS

The approval of Shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIV INDEMNIFICATION

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

ARTICLE XV AMENDMENT

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

That I, the undersigned incorporator for the purpose of forming a corporation to do business within the State of Florida, do hereby make and file these Articles of Incorporation, declaring and certifying that the facts stated herein are true and correct.

Byrick Elliott

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

SS.

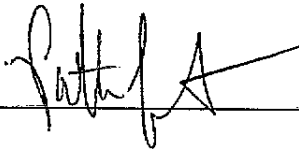
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared:

Bezrich Elliott

Who, upon being duly sworn upon oath, acknowledged to and before me that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the state and county aforesaid, this 17 day of November, 19 99.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires: 2001