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DEPT. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLORIDA SMART CO.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

EFFECTIVE DATE
2-21-92

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Florida Smart Co.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 200 Laura Street, Jacksonville, FL 32202.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days, after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

4.1 Authorized Capital. The maximum number of shares which the corporation is authorized to have outstanding at any one time is fifty-one million (51,000,000) shares which will be divided into classes as follows:

Prepared By:
Linda Y. Kelso, Esq.
200 Laura Street
Jacksonville, FL 32202
904-359-2000
Florida Bar No. 298662

FAX AUDIT NO. H92-975

- (a) One million (1,000,000) shares of preferred stock, having a par value of \$0.01 per share (hereinafter referred to as "Preferred Stock"), and which may be issued in one or more classes or series as further described in Section 4.2; and
- (b) Fifty million (50,000,000) shares of common stock, having a par value of \$0.01 per share (hereinafter referred to as "Common Stock").

All such shares shall be issued fully paid and non-assessable.

4.2 Preferred Stock. The Corporation is authorized to issue one million shares of Preferred Stock. The Board of Directors is authorized to provide for the issuance of such Preferred Stock in one or more classes and in one or more series within a class and, by filing the appropriate articles of amendment with the Secretary of State of Florida, which shall be effective without shareholder action, is authorized to establish the number of shares to be included in each class and each series and the preferences, limitations and relative rights of each class and each series. Such preferences must include the preferential right to receive distributions of dividends or the preferential right to receive distributions of assets upon the dissolution of the corporation before shares of Common Stock are entitled to receive such distributions.

4.3 Common Stock. Holders of Common Stock are entitled to one vote per share on all matters required by Florida law to be approved by the shareholders. Subject to the rights of any outstanding classes or series of Preferred Stock having preferential dividend rights, holders of Common Stock are entitled to such dividends as may be declared by the Board of Directors out of funds lawfully available therefor. Upon the dissolution of the corporation, holders of Common Stock are entitled to receive, pro rata in accordance with the number of shares owned by each, the net assets of the corporation remaining after the holders of any outstanding classes or series of Preferred Stock having preferential rights to such assets have received the distributions to which they are entitled.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 1200 S. Pine Island Road, Plantation, FL 33324, and the name of the initial registered agent of this corporation at that address is C T Corporation System.

ARTICLE VI

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of

directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VII

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME	ADDRESS
Linda Y. Kelso	200 Laura Street Jacksonville, FL 32202

ARTICLE VIII

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 21st day of February, 1992.

Linda Y. Kelso
Linda Y. Kelso, Incorporator

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FEB-04-'88 TUE 17:08 ID:

TEL NO:

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FJ AUDIT NO. 892-975

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

C T CORPORATION SYSTEM

By: Donald H. Allen

Date: February 4, 1992

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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA