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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: INNOVATIVE MANAGEMENT SOLUTIONS, INC. OF DELEWARE
(Name of corporation - must include suffix)

TO BE REGISTERED AS "INNOVATIVE RESOURCE MANAGEMENT,
Dear Sir or Madam: INC." IN FLORIDA

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

700001717047
-02/16/96--01058--002
*****78.75 *****78.75

CHRISTIAN COZIER
(Name of Person)
INNOVATIVE RESOURCE MANAGEMENT, INC.
(Firm/Company)
10755 SW 108 AVE, #101
(Address)
MIAMI, FL 33176
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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mtm

Should you need to call someone concerning this matter, please call:

CHRISTIAN COZIER at (305) 275-0014
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned CHRISTIAN ANTHONY CORJER, do hereby certify
that this Resolution of the Board of Directors of INNOVATIVE MANAGEMENT SOLUTIONS, INC.

a corporation duly organized and existing under the laws of the State of DELEWARE
was duly adopted on FEBRUARY 13, 1996.

Resolved, that INNOVATIVE MANAGEMENT SOLUTIONS, INC., organized
and existing in the State of DELEWARE, hereby adopts the
name INNOVATIVE RESOURCE MANAGEMENT, INC.
for use in Florida.

Dated: FEBRUARY 14, 1996



Signature of at least one director

INHS19(3/95)

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. INNOVATIVE MANAGEMENT SOLUTIONS INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELEWARE 3. 65-0635835
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 23, 1996 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1801, 607.1802, and 617.180, F.S.)

7. 1825 PENNSYLVANIA BLVD SUITE 144
WORM GABLES FL. 33134
(Current mailing address)

8. TO ENGAGE IN ALL LEGAL COMMERCIAL ACTIVITIES UNDER THE UCC
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CHRISTIAN COZIER

Office Address: 10755 SW 108 Ave, #101

MIAMI

, Florida , 33176
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: CHRISTIAN COZIER

Address: 10755 SW 108 AVE #101
MIAMI, FL. 33176

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: CHRISTIAN COZIER

Address: 10755 SW 108 AVE, #101
MIAMI, FL. 33176

Vice President: SAME AS ABOVE

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. CHRISTIAN COZIER, PRESIDENT AND CHAIRMAN

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INNOVATIVE MANAGEMENT SOLUTIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF FEBRUARY, A.D. 1976.



FILED
SECRETARY OF STATE
DIVISION
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

02-05-76