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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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LIMITED LIABILITY COMPANY

innovative management services, llc

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J. BRYAN JAN 6 2003

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**ARTICLES OF ORGANIZATION OF
INNOVATIVE MANAGEMENT SERVICES, LLC**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - Name:

The name of the Limited Liability Company is: **INNOVATIVE MANAGEMENT SERVICES, LLC** (hereinafter the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is: c/o 1025 Kane Concourse, Suite 215, Bay Harbor Islands, FL 33154.

ARTICLE III - Duration:

The period of duration for the Company shall be until December 31, 2070.

ARTICLE IV - Management:

The Company is to be managed by the Manager and the name and address of the initial manager is Howard D. Cohen, 1025 Kane Concourse, Suite 215, Bay Harbor Islands, FL 33154.

ARTICLE V - Admission of Additional Members:

The right, if given, of the Members to admit additional members and the terms and conditions of the admissions shall be in accordance with the "Regulations" hereafter adopted by the Members of the Company.

ARTICLE VI - Members' Rights to Continue Business:

The right, if given, of the remaining Members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company shall be in accordance with the Regulations.

ARTICLE VII - Limitation on Agency Authority of Members:

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member

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shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

ARTICLE VIII - Registered Agent and Office:

The name and address of the Company's initial registered agent in the State of Florida, whose consent to appointment as registered agent accompanies these Articles, is Howard D. Cohen, 1025 Kane Concourse, Suite 215, Bay Harbor Islands, FL 33154.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 1st day of January 2003.


Howard D. Cohen, as a manager executing the Articles of Organization

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Howard D. Cohen

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**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for Innovative Management Services, LLC at the place designated herein, 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.

DATED this 1st day of January, 2003.


Howard D. Cohen

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