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Nicholas T. Schroeder
Attorney at Law
4010-D Newberry Road
Gainesville, Florida 32607

352-376-8118

January 19, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
1-19-00

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-01/20/00--01093--008
*****70.00 *****70.00

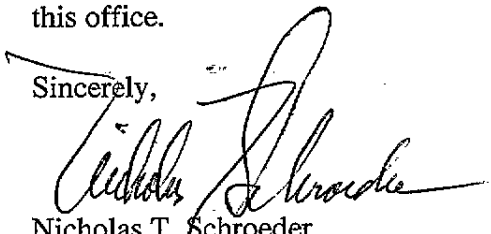
Re: Incorporation of Innovative Intellect, Inc.

Enclosed are the following:

1. Articles of Incorporation of Innovative Intellect, Inc.
2. Designation of Resident Agent and Acceptance
3. My Trust Account Check in the Amount of \$70.00

Please file the Articles of Incorporation and return a certificate of incorporation to this office.

Sincerely,


Nicholas T. Schroeder

Enclosures (3)

FILED
2000 JAN 20 PM 5:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell JAN 26 2000

FILED

2000 JAN 20 PM 5:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Innovative Intellect, Inc.

EFFECTIVE DATE
1-19-00

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, Chapter 607.

ARTICLE I

Name

The name of the corporation shall be Innovative Intellect, Inc.

ARTICLE II

Nature of Business

The nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (1000) shares having no par value common. All stock when issued shall be non-assessable.

ARTICLE IV

Capital to Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Beginning of Corporate Existence

The date corporate existence shall begin shall be January 19, 2000.

ARTICLE VII

Management by Stockholders

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

ARTICLE VIII

Principal Office

The initial street address of the principal office of this corporation shall be 6212 SW 8th Place, Gainesville, FL, 32607.

ARTICLE IX

Subscriber

The name and address of the subscriber to these Articles of Incorporation is:

Barry J. Magrill
6212 SW 8th Place
Gainesville, FL 32607

ARTICLE X

Registered Agent and Office

The name and address of the Registered Agent and Registered Office to accept service of process within the State is:

Barry J. Magrill
6212 SW 8th Place
Gainesville, FL 32607

ARTICLE XI

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote.

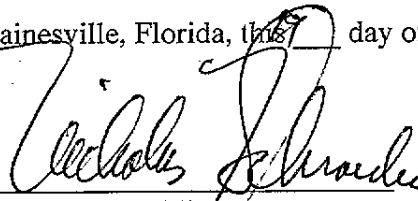
IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation for the uses and purposes therein stated this 19 day of January, 2000.

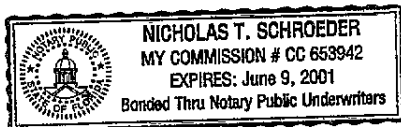

BARRY J. MAGRILL

STATE OF FLORIDA
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, BARRY J. MAGRILL, being well known and did take an oath, acknowledged before me that he is party to the foregoing Articles of Incorporation, and further acknowledges the Articles of Incorporation to be his free act and deed as the Signer thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Florida, this 19 day of January, 2000.


Notary Public
My commission expires:



FILED

2000 JAN 20 PM 5:26


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:


Innovative Intellect, Inc., desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at

6212 SW 8th Place
Gainesville, FL 32607

has named BARRY J. MAGRILL, 6212 SW 8th Place, Gainesville, FL, 32607, as its
agent to accept service of process within Florida.


BARRY J. MAGRILL, President
Date: 1-19-2000

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, 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.


BARRY J. MAGRILL
Registered Agent