POUCHOUS & ASSOCIATES 240

A PROFESSIONAL ASSOCIATION ATTORNEY AT LAW

2807 W. BUSCH BOULEVARD SUITE 202 TAMPA, FLORIDA 33618

(813) 932-8499

FAX (813) 932-8703

February 11, 2000

ODER 16 PA 3: 03

Department of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314 700003137307--2 -02/16/00--01058--005 ****122.50 ******78.75

Re: Incorporation of PARTNERS FOR INNOVATION, INC.

Dear Sir or Madam:

Please find enclosed the following documents with regard to the above corporation:

- 1. Two (2) originals of the Articles of Incorporation one for filing with the State, and the other for certification and return to the address contained on this letterhead;
- 2. An original and one copy of the Certificate Designating Registered Agent; and
- 3. Check made payable to the Secretary of State in the amount of \$122.50 to cover the following costs:

a. Filing Fee	\$35.00
b. Certified Copy	52.50
c. Registered Agent Designation	<u>35.00</u>
Total:	\$122.50

Thank you for processing the above enclosures. Should you have any questions, please do not hesitate to contact me.

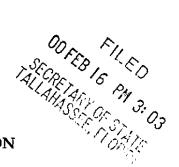
Sincerely,

Iana Andrews

JA/vr Enclosures

cc: Mr. Marvin L. Moore (w/copy of enclosures)

S.D.



ARTICLES OF INCORPORATION

OF

PARTNERS FOR INNOVATION, INC.

ARTICLE I NAME

The name of the Corporation is PARTNERS FOR INNOVATION, INC.. The address of the Corporation is 6209 Quiet Waters Place, Temple Terrace, Florida 33617.

ARTICLE II DURATION

The Corporation shall have perpetual existence.

ARTICLE III PURPOSE

The Corporation is organized for the following purposes: to engage in a consulting business which provides innovation through teamwork programs and plans to businesses; to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation 2807 W. Busch Boulevard, Suite 202, Tampa, Florida 33618, and the name of the initial Registered Agent of the Corporation at that address is Jana Andrews.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The names and addresses of the initial Directors of the Corporation are:

Marvin L. Moore 6209 Quiet Waters Place Temple Terrace, FL 33617 James G. Johnston 402 Mission Hills Avenue Temple Terrace, FL 33617

Angelo Spoto 201 Forest Park Temple Terrace, FL 33617

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Marvin L. Moore, 6209 Quiet Waters Place, Temple Terrace, Florida 33617.

ARTICLE IX BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X INDEMNIFICATION

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

ARTICLE XI AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this <u>11th</u> day of February, 2000.

Marvin L. Moore

INCORPORATOR AND SUBSCRIBER

CERTIFICATE DESIGNATING REGISTERED AGE

In pursuance of Chapter 48.091 and Chapter 607.050l, Florida Statutes, the

following is submitted in compliance with the Statutes:

That PARTNERS FOR INNOVATION, INC., desiring to organize under the

laws of the State of Florida with its principal office, as indicated in the Articles of

Incorporation, 6209 Quiet Waters Place, Temple Terrace, Florida 33617, has named

Jana Andrews, located at 2807 W. Busch Boulevard, Suite 202, Tampa, County of

Hillsborough, State of Florida 33618 as its agent to accept service of process within

this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation, at the

place designated in this Certificate, I hereby accept to act in this capacity, and agree to

comply with the provisions of the Statutes relative to the proper and complete

performance of my duties, and I accept the duties and obligations of Chapter

607.0501, Florida Statutes.

Date: February 10, 2000