

CORPORATE
ACCESS,
INC.

20000044766

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

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TALLAHASSEE, FLORIDA

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1.) ivesp, Inc.
(CORPORATE NAME & DOCUMENT #)

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2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
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4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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00 MAY -4 AM 9:50
THE DEPARTMENT OF STATE
DIVISION OF CORPORATE AND
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

ARTICLES OF INCORPORATION
OF
iVESP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I
Name and Address

The name of the Corporation shall be iVESP, INC., and its mailing address is: 2060 Larson Street, Englewood, Florida 34223.

ARTICLE II
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III
Term of Existence

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV
Capital Stock

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, \$.01 par value.

ARTICLE V
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one Director, whose name and address is as follows:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Bogdan Korszen | 2060 Larson Street Englewood, Florida 34223 |

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI
Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII
Amendments

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII
Registered Office and Agent

Section 1. The street address of the initial registered agent of the Corporation shall be One Progress Plaza, Bank of America Tower, Suite 1210, St. Petersburg, Florida 33701.

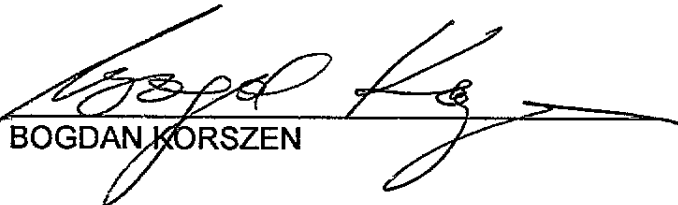
Section 2. The name of the initial registered agent of the Corporation located at said address shall be Alan M. Gross.

ARTICLE IX
Incorporator

The name and address of the incorporator is:

| Name | Address |
|----------------|--|
| Bogdan Korszen | 2060 Larson Street Englewood, Florida 34223 |

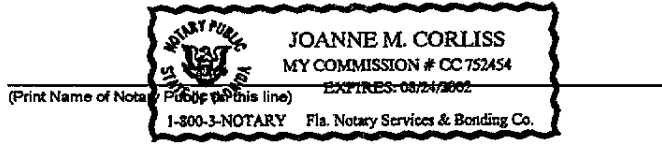
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 20th day of April, 2000.


BOGDAN KORSZEN

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 20 day of April, 2000, by BOGDAN KORSZEN, who is personally known to me or has produced _____ as identification and who did did not take an oath.

My Commission Expires: Joanne M Corliss
Notary Public (SEAL)



ACCEPTANCE

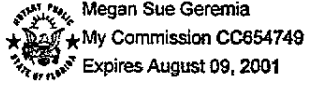
I hereby accept to act as initial Registered Agent for IVESP, INC., as stated in these Articles of Incorporation.

[Signature]
ALAN M. GROSS

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 21 day of April, 2000, by ALAN M. GROSS, who is personally known to me or has produced _____ as identification and who did did not take an oath.

My Commission Expires: Megan Sue Geremia
Notary Public (SEAL)



Megan Sue Geremia
(Print Name of Notary Public on this line)

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00 MAY -4 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA