

**CORPORATE
ACCESS,
INC.**

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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Articles

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1.) Inspired Ventures, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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T. SMITH FEB 12 2001

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ARTICLES OF INCORPORATION
OF
INSPIRED VENTURES, INC.

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ARTICLE I – NAME

The name of this Corporation is INSPIRED VENTURES, INC.

ARTICLE II – DURATION

The Corporation shall have perpetual existence.

ARTICLE III – PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV – CAPITAL STOCK

The stock of this corporation consist of 1 class, namely

1. Class A stock consisting of 1,000 shares of voting stock, each having \$1.00 par value.

The principal place of business for this corporation shall be:

1001 Ocean Drive
Miami Beach, FL 33162

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is:

Jesse Alper
1001 Ocean Drive
Miami Beach, FL 33162

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Jesse Alper
1001 Ocean Drive
Miami Beach, FL 33162

ARTICLE VII – BY – LAWS

The By-laws of this Corporation may be adopted, altered, amended or repealed by either the Class A stockholders or the Directors.

ARTICLE VIII – INDEMNIFICATION

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

ARTICLE IX – INCORPORATOR

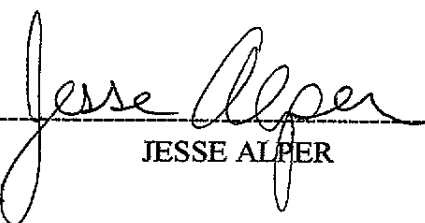
The name and address of the person signing these Articles is

Jesse Alper
1001 Ocean Drive
Miami Beach, FL 33162

ARTICLE X – AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with Florida law.

In witness whereof, the undersigned has executed these Articles of Incorporation this 6th Day of February 2001.



JESSE ALPER

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF IT DUTIES.

DATED, THIS 6TH DAY OF FEBRUARY, 2001

JESSE ALPER

BY

JESSE ALPER

STATE OF FLORIDA

SS:

COUNTY OF DADE

Before me, a Notary Public authorized in the State and County set forth above, personally appeared JESSE ALPER known to me and known by me to be the person who, as INCORPORATOR, executed the foregoing Articles of Incorporation for INSPIRED VENTURES, INC. and he acknowledged before me that he executed those Articles of Incorporation.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of February 2001.

NOTARY PUBLIC, STATE OF FLORIDA,
AT LARGE

My Commission Expires:



MARK FERNANDES
COMMISSION # CC 631079
EXPIRES MAY 5, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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TALLAHASSEE FLORIDA