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MARILYN MAYDEN

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February 19, 2001

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

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-02/26/01-01014-002
*****70.00 *****70.00

Re: Filing Articles of Incorporation of INNOVATIVE RESOURCE
MANAGEMENT, INC., Articles of Incorporation, Designation of Registered Agent &
Acceptance

Dear Sir or Madam:

Enclosed for filing is an original and one copy of the Articles of Incorporation which
includes designation of registered agent, and Acceptance of Registered Agent, for a
Florida Corporation, INNOVATIVE RESOURCE MANAGEMENT, INC.

Please provide me with a file stamped copy. A copy and self-addressed stamped envelope
are enclosed for that purpose.

My client's check for \$70.00 is enclosed. This represents payment for:

Filing Articles of Incorporation \$35.00
Filing Designation & Acceptance \$35.00

If for any reason the above cannot be processed, please notify me immediately.

You may call me collect at the above number for any reason. Please send all
correspondence to my P.O. address above. Thank you for your assistance.

Yours truly,


MARILYN MAYDEN

Enclosures

FILED
2001 FEB 26 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

✓
2/27/01

FILED

2001 FEB 26 PM 12:45

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
INNOVATIVE RESOURCE MANAGEMENT, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I.
Corporate Name**

The name of this corporation is **INNOVATIVE RESOURCE MANAGEMENT, INC.**

**ARTICLE II.
Nature of Business and Powers**

The general nature of the business to be transacted by this corporation is to engage in any or all lawful business permitted under the laws of the State of Florida.

**ARTICLE III.
Capital Stock**

The said corporation shall issue only one class of stock, which shall be common stock with one dollar (\$1.00) par value, the maximum number of shares of stock with one dollar (\$1.00) par value which the corporation is authorized to have outstanding at any time shall be One Thousand (1000) shares. All common shares of stock shall be identical with each other in every respect and the holders of Common Stock shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE IV.
Corporate Existence**

This corporation shall have perpetual existence unless sooner dissolved according to law, commencing on the date these articles are filed with the Secretary of State of Florida.

**ARTICLE V.
Registered Agent and Initial Registered Office, Address
of the Principal Office, and Mailing Address**

The initial street address of the Corporation's registered office is 790 19th Avenue North, St. Petersburg, FL 33704, with the privilege of having branch offices at other

places within or without the State of Florida. The initial Registered Agent at such address shall be Kimberly A. Mayden. The Address of the principal office of the corporation and the mailing address of the corporation are likewise.

ARTICLE VI.
Management by Stockholders

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors, the corporation having thirty five or fewer shareholders.

ARTICLE VII.
Officers

The name and post office address of the President, Treasurer, and Secretary, each to hold office for the first year of existence of the corporation and until their successors are elected or appointed and have qualified are:

President/Treasurer/Secretary	Kimberly A. Mayden 790 19th Avenue North St. Petersburg, FL 33704
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ARTICLE VIII.
Incorporator

The name and street address of the person signing these articles of incorporation as the incorporator is: Kimberly A. Mayden, 790 19th Avenue North, St. Petersburg, FL 33704.

ARTICLE IX.
Preemptive Rights

Stockholders shall be granted full preemptive rights.

IN WITNESS of the foregoing, I have hereunto set my hand and seal and authorized to be filed in the office of the Secretary of State, State of Florida, the foregoing Articles of Incorporation, on this 21 day of FEBRUARY, 2001.


Kimberly A. Mayden, Incorporator

FILED

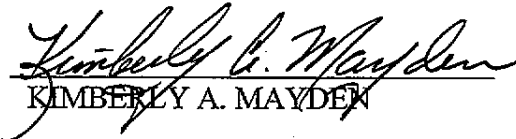
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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named to accept service of process for **INNOVATIVE RESOURCE MANAGEMENT, INC.**, at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).

Date: FEBRUARY 21, 2001


KIMBERLY A. MAYDEN