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REFERENCE : 403729 5236A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 155.00

FILED  
02 FEB 19 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 19, 2002

ORDER TIME : 11:50 AM

ORDER NO. : 403729-005

CUSTOMER NO: 5236A

CUSTOMER: Ms. Gloria Valladares  
Spinner Dittman Federspiel &  
Dowling  
151 Northwest 1st Avenue  
Delray Beach, FL 33444

RECEIVED  
02 FEB 19 PM 1:01  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: INNOVATIONS GROUP, INC.

000004955150--0

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: \_\_\_\_\_

J. BRYAN FEB 19 2002

**ARTICLES OF INCORPORATION  
OF  
INNOVATIONS GROUP, INC.**

**FILED**  
02 FEB 19 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1**

The name of this corporation is INNOVATIONS GROUP, INC.

**ARTICLE 2**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE 3**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE 4**

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

The rights relative to the shares of common stock shall be as follows:

***A. Voting Rights:***

Every share of common stock shall be entitled to vote on all general matters submitted to the vote of the Shareholders and in the election of Directors.

***B. Dividend Rights:***

Every share of common stock shall be entitled to such dividends, in cash or in kind, as may be declared, from time to time, by the Board of Directors, out of funds legally available for such purpose.

***C. Liquidation Rights:***

In the event of liquidation or dissolution of the corporation, every share of common stock shall participate prorata, in the assets of the corporation available for distribution, whether such liquidation or dissolution is voluntary or involuntary.

## **ARTICLE 5**

The initial principal office or mailing address of the corporation and the street address of the initial registered office of the corporation is C/O Spinner Dittman Federspiel & Dowling <sup>LLP</sup>, 151 N.W. First Avenue, Delray Beach, Florida 33444, and the name of the initial registered agent of the corporation is ROBERT A. DITTMAN.

## **ARTICLE 6**

Management of this corporation shall be by the Board of Directors, which shall consist, initially, of two Directors. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial Directors of this corporation are, **ANDREW J. SCOTT, III**, C/O Spinner Dittman Federspiel & Dowling <sup>LLP</sup>, 151 N.W. First Avenue, Delray Beach, Florida 33444, and **DANIEL C. ALEXANDER**, C/O Spinner Dittman Federspiel & Dowling <sup>LLP</sup>, 151 N.W. First Avenue, Delray Beach, Florida 33444.

The initial Directors of this corporation shall hold office for the first year of existence of the corporation or until their successors are elected, whichever occurs first.

## **ARTICLE 7**

The name and address of the person signing these Articles is:

**ROBERT A. DITTMAN**  
C/O Spinner Dittman Federspiel & Dowling <sup>LLP</sup>  
151 N.W. First Avenue  
Delray Beach, Florida 33444

## **ARTICLE 8**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the Shareholders, with the act of the Shareholders to control over any inconsistent act of the Directors.

## **ARTICLE 9**

The Shareholders of this corporation shall not be entitled to remove any Director from office during his term without cause therefor.


## **ARTICLE 10**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by the Florida Business Corporation Act.

## ARTICLE 11


These Articles of Incorporation and/or any amendment hereto may be amended in whole or part in the manner specified by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of February, 2002.

  
\_\_\_\_\_  
ROBERT A. DITTMAN  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was sworn to, subscribed and acknowledged before me by ROBERT A. DITTMAN this 18~~th~~ day of February, 2002. ROBERT A. DITTMAN is personally known to me or, if not, has produced Florida driver's license No. \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
←(Print Name)

Notary Public  
Commission No.:  
My commission expires:

[SEAL]




**CERTIFICATE  
DESIGNATING REGISTERED OFFICE AND  
REGISTERED AGENT FOR SERVICE OF PROCESS  
OF  
INNOVATIONS GROUP, INC.**

**FILED**  
02 FEB 19 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapters 607 and 48, Florida Statutes, the undersigned Incorporator of INNOVATIONS GROUP, INC., (the "corporation") hereby certifies as follows:

1. That the registered office of the corporation shall be and same is C/O Spinner Dittman Federspiel & Dowling <sup>LLP</sup>, 151 N.W. First Avenue, Delray Beach, FL 33444.
2. That the Registered Agent for service of process of the corporation shall be and same is ROBERT A. DITTMAN, whose address is the same as the corporation..

  
\_\_\_\_\_  
ROBERT A. DITTMAN  
Incorporator

**ACKNOWLEDGMENT**

Having been named Registered Agent for service of process of the above stated corporation, at the place designated in this Certificate, I hereby accept such appointment, acknowledge that I am familiar with and accept the obligations of that position, and agree to comply with all provisions of law relative to keeping open said office.


  
\_\_\_\_\_  
ROBERT A. DITTMAN  
Registered Agent

**STATE OF FLORIDA  
COUNTY OF PALM BEACH**

THE FOREGOING INSTRUMENT was acknowledged before me this 18<sup>TH</sup> day of February, 2002, by ROBERT A. DITTMAN, who is personally known to me or, if not, has produced Florida driver's license No. \_\_\_\_\_ as identification.

[SEAL]



  
\_\_\_\_\_  
←(Print Name)  
Notary Public  
Commission No.:  
My commission expires: