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Helping people to achieve their goals

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02 APR -8 AM 11:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXPIRE DATE
04-02-02

March 26, 2002

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-04/08/02--01061--021
122.50 **78.75

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

Gentlemen:

Enclosed please find the Articles of Incorporation of **Inner Space Solutions Incorporated**. A check of \$122.50 to cover the various fees is enclosed.

Thank you for your assistance in this matter.

Sincerely,

JANSSEN & IGAR, CPA's, PA

Duane H. Janssen
Certified Public Accountant

DHJ/lj

Enclosures

ARTICLES OF INCORPORATION

OF

Inner Space Solutions Incorporated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

Inner Space Solutions Incorporated

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation may engage in any activity or business as permitted under the laws of the United States and the State of Florida but only through its officers, employees, and agents who are duly licensed or authorized to render such business.

ARTICLE IV

The amount of capital stock of this corporation shall be TEN THOUSAND SHARES (10,000) at One Dollar (\$1.00) par value per share. Such stock shall be non-assessable to be held, sold and paid for at such time and in such manner as the Board of Directors may, from time to time, determine. All of the capital stock shall be common stock.

ARTICLE V

The corporation shall commence business five (5) business days prior to the filing with the Secretary of State.

EFFECTIVE DATE:
04-02-02

ARTICLE VI

The principal place for the transaction of its business shall be 11454 Ridgewood Circle, Seminole, FL 33772. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida, as the corporation may by resolution designate.

ARTICLE VII

The corporation shall have an initial Board of one (1) Director, and the Board may be increased to not more than ten (10) Directors. The number of Directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director and a Vice-President, a Secretary and a Treasurer, and such other officers, agents and Directors, who shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The name and post office address of the officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

David Lee Matthews
11454 Ridgewood Circle
Seminole, FL 33772

President, Secretary,
Treasurer

ARTICLE IX

The name and post office address of the subscriber of these Articles of Incorporation with the amount of stock subscribed for and agreed to be taken as follows:

David Lee Matthews
11454 Ridgewood Circle
Seminole, FL 33772

100 Shares

ARTICLE X

The Directors shall be elected by shareholders at their annual meeting, and the officers shall be elected by the Directors at their annual meeting, both of which will be held at the principal office of the corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon.

ARTICLE XI

The street address of the initial registered office of this corporation is 11454 Ridgewood Circle, Seminole FL, 33772, and the name of the initial registered agent of this corporation at that address is **David Lee Matthews**.

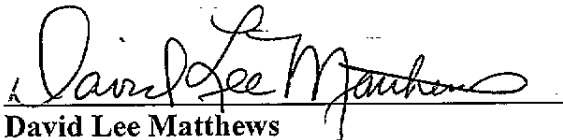
ARTICLE XII

Each shareholder, upon the sale for cash of any new stock of this corporation, 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 XIII

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the Directors. The shareholders may amend, alter or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law, which would be in conflict with the By-Laws adopted by the shareholders.

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certify that the facts therein stated are true and hereby, respectively, agree to take the number of shares of stock herein before set forth at the consideration stated, and accordingly set our hands and seals at St. Petersburg, Florida, this 27th day of March 2002.


David Lee Matthews

STATE OF FLORIDA)
) SS
COUNTY OF PINELLAS

I HEREBY CERTIFY that before me, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared **David Lee Matthews**, who is known to me to be the person(s) who made and subscribed to the foregoing Articles of Incorporation, and certify and acknowledge that they made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 27th day of March, 2002.

Notary Public Linda D. Janssen

My Commission Expires:



Linda D. Janssen
Commission # CC 956169
Expires July 20, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

I HEREBY ACCEPT appointment as registered agent of **Inner Space Solutions Incorporated** a Florida corporation, upon whom process, tax notice or demands may be served.

David Lee Matthews
David Lee Matthews

Dated: March 27, 2002

STATE OF FLORIDA)
) SS
COUNTY OF PINELLAS)

I HEREBY CERTIFY that before me, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared **David Lee Matthews**, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certify and acknowledge that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 27th Day of March, 2002.

Notary Public Linda D. Janssen

My Commission Expires:



Linda D. Janssen
Commission # CC 956169
Expires July 20, 2004
Bonded Through
Atlantic Bonding Co., Inc.