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Division of Corporations  
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From:

Account Name : KATZ, BARRON, SQUITERO & FAUST, P.A.  
 Account Number : 072627002473  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**IVILL HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
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2002 AUG 27 AM 8:52  
 DIVISION OF STATE  
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 8/28/02

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2002 AUG 27 AM 8:52

DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
IVILL HOLDINGS, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: IVILL HOLDINGS, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 2801 Ocean Drive, Suite 202A, Vero Beach, FL 32963.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

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ROXANNE K. BEILLY, ESQ., FLA. BAR #851450  
Katz, Barron, Squitero & Faust, P.A.  
100 N.E. Third Avenue, Suite 280  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 522-3636

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**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Million (1,000,000) shares of common stock, par value \$.001 per share.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA**

The street address of the initial registered office of the corporation is 2801 Ocean Drive, Suite 202 A, Vero Beach, FL 32963, and the name of its initial registered agent at such address is Richard W. Ivill.

**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VIII  
INITIAL DIRECTOR**

The name and address of the initial Director of this Corporation is:

Richard W. Ivill  
2801 Ocean Drive  
Suite 202 A  
Vero Beach, FL 32963

The person named as initial Director shall hold office for the first year of existence

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of this Corporation, or until his successor is elected or appointed and has qualified,  
whichever occurs first.

### **ARTICLE IX INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the  
Incorporator is, Richard W. Ivill, 2801 Ocean Drive, Suite 202 A, Vero Beach, FL 32963.

### **ARTICLE X INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the  
Corporation to the fullest extent permitted by Florida law.

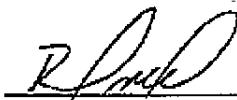
### **ARTICLE XI AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the  
Florida Business Corporation Act, as amended from time to time, relating to affiliated  
transactions.

### **ARTICLE XII CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the  
Florida Business Corporation Act, as amended from time to time, relating to control share  
acquisitions.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed the foregoing  
Articles of Incorporation on the 20 day of August, 2002.



\_\_\_\_\_  
Richard W. Ivill, Incorporator

Aug-27-02 04:39pm From-Katz Baron Squitiero & Faust, P.A.

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

IVILL HOLDINGS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 2801 Ocean Drive, Suite 202 A, Vero Beach, FL 32963, has named Richard W. Ivill, 2801 Ocean Drive, Suite 202 A, Vero Beach, FL 32963, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



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Richard W. Ivill

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