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Division of Corporations
Fax Number : (850)205-0391

From:

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

IVILL HOLDINGS, INC.

Certificate of Status	0
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STATE DEPT OF STATE
TALLAHASSEE FLORIDA

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

2002 AUG 27 AM 8:52

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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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.


Richard W. Ivill

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