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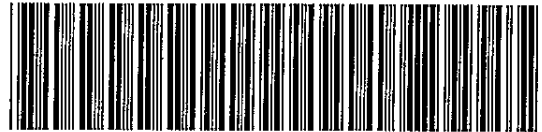
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JACOBY, BRIMO, FIGUEROA & CHASE

Attorneys at Law

DAVID H. JACOBY
DIANA FIGUEROA

1581 Robert J. Conlan Blvd., N.E.
The Exchange – Suite 107
Palm Bay, Florida 32905
(321) 723-8388 • Fax (321) 723-9995

ANTHONY N. BRIMO
BRUCE H. CHASE

January 2, 2003

Florida Department of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

RE: Corporate Filing

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of INNOVATIVE MACHINE WORKS, INC. Also enclosed please find check no. 3115 in the amount of \$70.00 as the required fee. Please file same and return a copy of to our office.

Thank you in advance for your prompt attention to this matter.

Very truly yours,



Liz Hatcher-Lovitt, Paralegal
For Anthony N. Brimo
/lhl

Enclosures: As Stated

**ARTICLES OF INCORPORATION
OF
INNOVATIVE MACHINE WORKS, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is INNOVATIVE MACHINE WORKS, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Thousand (\$1,000.00) Dollars.

ARTICLE V. - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. - INCORPORATORS AND CORPORATE ADDRESS

The incorporator's name is MICHAEL IACOPONI and the initial address of the principal office of this corporation is: 111 Cypress Brook Circle, Apt. 801, Melbourne, Florida 32901.

ARTICLE VII. - REGISTERED AGENT

The initial registered agent of this corporation is Anthony N. Brimo of JACOBY, BRIMO, FIGUEROA & CHASE and the initial registered office is 1581 Robert J. Conlan Blvd., Suite 107, Palm Bay, Florida 32905.

ARTICLE VIII. - DIRECTORS

This corporation shall have one (1) directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Stockholders and shall never be less than one (1).

ARTICLE IX. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by at least a Sixty-Six (66%) Percent vote of the stock entitled to vote thereon, unless all the

Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to reservation.

ARTICLE X. - LIMITATIONS ON CORPORATE STOCK

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Sixty-Six (66%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XI. - VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of any or all of his shares.

IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of Incorporation, this 12 day of December, 2002.


MICHAEL IACOPONI, Incorporator

Acceptance By Registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


ANTHONY N. BRIMO - Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared MICHAEL IACOPONI to me known to be the person described as the Incorporator, and who executed the foregoing Articles of Incorporation, and ANTHONY N. BRIMO, ESQUIRE to me known to be the person described Registered Agent, acknowledged before me that they subscribed to these Articles of Incorporation in their respective capacities.


NOTARY PUBLIC
My commission Expires:

