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Innovative Libraries Inc.

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- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF INCORPORATION
OF
INNOVATIVE LIBRARIES INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I. CORPORATE NAME

The name of this corporation is INNOVATIVE LIBRARIES INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and street address of this corporation is:

1185 14TH Ave. North
Naples, Fl. 34102

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

Jami L. Jones
1185 14th Ave. North
Naples, Fl. 34102

ARTICLE V. INCORPORATORS

The name and street address of the incorporator of these articles of incorporation are:

Jami L. Jones
1185 14th Ave. North
Naples, Fl. 34102

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ARTICLE VI. INITIAL BOARD OF DIRECTORS

The name and street address of the initial board of directors of this corporation are as follows:

President: Jami L. Jones
1185 14th Ave. North
Naples, Fl. 34102

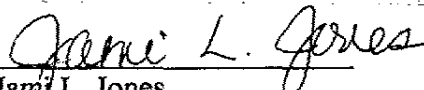
Vice President: Jami L. Jones
1185 14th Ave. North
Naples, Fl. 34102

Secretary: Jami L. Jones
1185 14th Ave. North
Naples, Fl. 34102

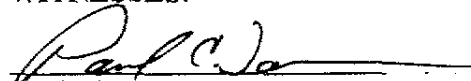
Treasurer: Jami L. Jones
1185 14th Ave. North
Naples, Fl. 34102

OPTIONAL PROVISIONS

The undersigned has executed these articles of incorporation on 2 day of April 2003.


Jami L. Jones
Incorporator/President

WITNESSES:


Paul Clarence Darrow
1404 Goodlette Road North
Naples, Fl. 34102

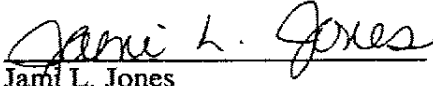
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF F.S. 607.0501, THE UNDERSIGNED
CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: **INNOVATIVE LIBRARIES INC.**
2. The name and address of the registered agent and office is:

Jami L. Jones
1185 14th Ave. North
Naples, Fl. 34102

Having been named as registered agent and 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 act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jami L. Jones
1185 14th Ave. North
Naples, Fl. 34102

Dated: 2 April 2003

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