

Florida Department of State

Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page addressed to your nearest Florida corporation number (Government Center) or file an electronic filing of the document.

((((10000025035:03)))

Note: DON'T hit the REFRESH button or you will lose this page. Doing so will generate another cover sheet.

100

Division of Corporations
Fax Number : (3554)265-0835

From:

Account Name : INCENTER CORPORATION
Account Number : 0109980000042
Phone : (3554)534-6592
Fax Number : (3554)212-6006

FLORIDA CORPORATION CORPORATION (OCTA).

CHARGE AND PAYMENT

Certified by State:	()
Certified Copy:	()
Page Count:	001
Estimated Charge:	\$738.95

Electronic Filing Form

Non-electronic Filing

Public Access System

109300020675 53

ARTICLES OF INCORPORATION

This document is incorporated for the purpose of forming a corporation under the Florida Business Corporation Act, effective as of the following date of incorporation.

Article I. Corporate Name

GEOPERM ARRANGEMENTS

The street address of the principal office of this corporation will be located at 11421 NW 121 PLACE, PMB 3028, FT LAUDERDALE, FL 33309. This document is filed by the principal name and may do business under any other name or doing business name. This may establish branch or offices outside of the State of Florida.

Article II. Term of Existence

This corporation shall exist PERPETUALLY unless dissolved according to Florida Law.

Article III. Nature of Business

This corporation may engage in whatever lawful business is permitted under the laws of the United States, the State of Florida, any other state, country, territory, corporation.

Article IV. Capital Stock

IV.1 The maximum of shares of stock of this corporation is authorized to have outstanding at any one time is 1,000,000 SHARES OF COMMON STOCK having a \$1.00 par value or more. If this corporation shall have commenced business until it has issued \$1,000,000.00 in shares it shall be liable to this corporation for the issuance of shares.

190600257339.

IV.2. Notwithstanding the fact that any class shall have any preemptive right or subscription rights, any additional classes of shares, or any board or committee securities of any nature provided, however, that the Board of Directors may in authorizing the issuance of shares of any class, provide among preemptive rights that the Board of Directors may declare dividends in connection with such issuance.

IV.3. The Board of Directors of the Corporation may make the issuance of authorized shares of stock of any class, whether now or hereafter authorized, for securities, the consideration shall be paid by Directors may be authorized subject to such restrictions and limitations, if any, as may be established bylaws of the Corporation.

IV.4. The Board of Directors of the Corporation may by Resolution made at its incorporation classify any issuance into limited classes by setting up categories of preferences, conversion or other rights, voting powers, restrictions, limitations, qualifications, or other conditions of redemption of the stocks.

Article V. Incorporation:

The name and true address of the incorporator is as follows:

1. Michael M. Clegg
13802 NW 14th Avenue
Embodged Pages 1E, 3E, 0, 2, 3

1060002673553

Article VI - Registered Office and Registered Agent

The principal address of registered office of this Corporation is MANUFACTURER CORPORATION, located at 11890 NW 114th Avenue, Doral, Florida, FL 33108.

The name and address of the registered agent of this Corporation is MANUFACTURER CORPORATION, 11890 NW 114th Avenue, Doral, Florida, FL 33108.

Article VII - Officers

The name(s) of the initial officer(s) is (are):

GEORGE VERNANCO (President)

Article VIII - Directors

The Director(s) of this Corporation shall be:

GEORGE VERNANCO (President)

Article IX - Special Provisions

If a tax audit of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder, such action as may be necessary will be taken by other appropriate officers to accomplish this compliance.

Article X - Dissolution

In the event of voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of the Corporation shall be apportioned and distributed among the Board of Directors and Officers.

MANUFACTURER CORPORATION

11890 NW 114th Avenue

Doral, Florida, FL 33108

(305) 344-5801 Fax (305) 224-6010

106002673553

EN9300020573 53

Article XI - Shareholders' restrictive agreement

All business of stockholders of this Corporation may be subject to a Shareholders' Restrictive Agreement containing various restrictions on the rights of shareholders of the Corporation and transferability of their shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement is available upon application of the Corporation.

Article XII - Power of Corporation

The Corporation shall have the same powers as are now or hereafter necessary to conduct its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

Article XIII - Bylaws

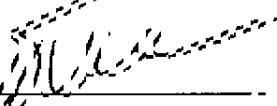
The board of Directors(s) of the Corporation shall have power, without the assent or vote of the shareholders, from time to time to adopt the Bylaws of the Corporation, but the information respecting the number of Directors equal to or majority of the number who would constitute a full Board of Directors(s); and at any time to rescind, amend or alter any action or order taken, or intended to be taken, in respect of the Bylaws.

E0000002560351

Article 31 NY Amendment:

The Corporation reserves the right to amend, alter, change or reparse any provision contained in these Articles of Incorporation, or to any amendment thereto, or to add any provision to these Articles of Incorporation, notwithstanding the fact that any provision so made or added may be inconsistent with or in conflict with any provision of the laws of the State of Florida, and shall, in its discretion, upon demand, if these Articles of Incorporation or any amendment thereto be or made subject to such reservation.

IN WITNESS WHEREOF, the undersigned has set his (s) name(s) below this instrument of incorporation, this September 22, 2005.

By: 
Michael J. White
Imaginertor

ACCEPTANCE OF REQUESTED ALTERNATIVE DESIGNATION
ARTICLES OF INCORPORATION

IMAGINERIICORPFF having places of business at the registered office of the Corporation, named above and having been designated as the Registered Agent in the above-named corporation, hereby certifies that incorporation is in full accordance with the obligations and stipulations of Registered Agent under the applicable provisions of the above-mentioned Statute.

By: 
Michael J. White, President
Dated September 22, 2005

IMAGINERIICORPFF

9800 21st AV. 4 WINTER

FLORIDA 33160-2328

F.P. (196)1530466321-24(156)12 P2X-6166

E0000002560351