

PO5000150679

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

DLK

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000262153 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0331

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : 120000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

FILED

05 NOV 10 AM 11:31

FLORIDA PROFIT CORPORATION OR P.A.

INNOVATION BRAND TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

RECEIVED

05 NOV 10 PM 3:31

DIVISION OF CORPORATION

Electronic Filing Menu

Corporate Filing

Public Access Help

J. Shivers NOV 12 2010

**05000262153 3**

**ARTICLES OF INCORPORATION  
OF  
INNOVATION BRAND TECHNOLOGIES, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be INNOVATION BRAND TECHNOLOGIES, INC.

**ARTICLE II  
COMMENCEMENT-DURATION**

Corporate existence shall commence November 9, 2005. The duration of INNOVATION BRAND TECHNOLOGIES, INC. shall be perpetual.

**ARTICLE III  
PURPOSE**

The general purposes for which INNOVATION BRAND TECHNOLOGIES, INC. is organized are:

- A. To use new technologies to create products through research and development, marketing, branding, manufacturing, sales, and distribution.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of INNOVATION BRAND TECHNOLOGIES, INC. be advantageously carried on in connection with, or ancillary to, the foregoing business.
- C. To do such other things as are incidental to the foregoing of necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV  
AUTHORIZED SHARES**

The aggregate number of shares which INNOVATION BRAND TECHNOLOGIES, INC. is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

**05000262153 3**

05 NOV 10 04:11:31

FILED

N05000262153 3

**ARTICLE V  
CORPORATE OFFICES AND AGENT**

**Principal Office:**

The initial principal office of the Corporation is 501 S. Ocean Boulevard, Boca Raton, FL 33432.

**Initial Registered Office and Agent:**

The street address of the initial registered office of the Corporation is 110 E. Atlantic Avenue, Suite 330, Delray Beach, FL 33444, and the name of it's initial registered agent at such address is Robert M. Arlen, PA.

**ARTICLE VI  
OFFICERS AND DIRECTORS**

The number of Directors of INNOVATION BRAND TECHNOLOGIES, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of INNOVATION BRAND TECHNOLOGIES, INC. is four (4). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial officers of INNOVATION BRAND TECHNOLOGIES, INC. are as follows;

**Sherry L. Schultz, President/Director**  
25 Ripplewood Drive  
Randolph, NJ 07869

**David Hirschman, Vice President/Director**  
931 Palm Trail, #6  
Delray Beach, FL 33483

**Jeffrey Hirschman, Secretary/Director**  
501 S. Ocean Boulevard  
Boca Raton, FL 33432

**Mario Medri, Treasurer/Director**  
16881 NW 80<sup>th</sup> Court  
Miami Lakes, FL 33061

N05000262153 3

H05000262153 3

**ARTICLE VII  
INCORPORATOR**

The Incorporator of INNOVATION BRAND TECHNOLOGIES, INC. is Robert M. Arlen whose address is 110 E. Atlantic Avenue, Suite 330, Delray Beach, Florida 33444.

**ARTICLE VIII  
CUMULATIVE VOTING**

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him/her, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or distributes them on the same principle among as many candidates as he/she shall think fit.

**ARTICLE IX  
PREEMPTIVE RIGHTS**

Each shareholder of INNOVATION BRAND TECHNOLOGIES, INC. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of INNOVATION BRAND TECHNOLOGIES, INC. convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

**ARTICLE X  
CHANGE OF CORPORATE FORM**

The affirmative vote of a majority of the issued and outstanding shares of INNOVATION BRAND TECHNOLOGIES, INC. shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of INNOVATION BRAND TECHNOLOGIES, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of INNOVATION BRAND TECHNOLOGIES, INC. or to voluntarily dissolve, liquidate or wind up its affairs.

**ARTICLE XI  
SHAREHOLDERS AGREEMENTS**

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of INNOVATION BRAND TECHNOLOGIES, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of INNOVATION BRAND TECHNOLOGIES, INC.. The subject matter of said agreement(s) may include, but shall not be limited to the following:

H05000262153 3

H05000262153 3

A. The voting of shares of INNOVATION BRAND TECHNOLOGIES, INC. and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.

B. The limitation of the business affairs of INNOVATION BRAND TECHNOLOGIES, INC. or its purposes and powers to specified activities or enterprises.

C. The management of the business affairs of INNOVATION BRAND TECHNOLOGIES, INC. and the division of the profits of the Corporation.

D. Restrictions on the transfer of shares of stock in INNOVATION BRAND TECHNOLOGIES, INC..

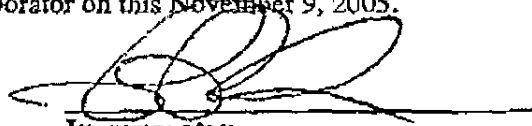
E. The right and power of INNOVATION BRAND TECHNOLOGIES, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. The establishment of procedures by which changes in corporate form shall be effected.

G. Any matter which may be described in Florida Statutes Section 607.0732.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. INNOVATION BRAND TECHNOLOGIES, INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this November 9, 2005.

  
Incorporator

H05000262153 3

H05000262153 3

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this November 9, 2005 by Robert M. Arlen, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

*Carole L. Haley*  
Carole L. Haley  
Notary Public  
State of Florida at Large

Seal and commission  
expiration stamp:



I, ROBERT M. ARLEN, having been appointed Registered Agent of INNOVATION BRAND TECHNOLOGIES, INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes pertaining to the proper and complete performance of my duties executed this November 9, 2005.

*[Signature]*  
Registered Agent

FILED  
05 NOV 10 AM 11:31  
CLERK OF COURT  
Palm Beach County, Florida

H05000262153 3