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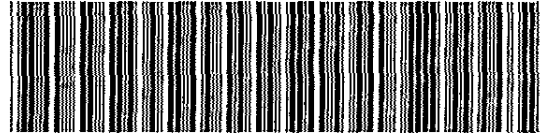
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DIVISION OF CORPORATIONS
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9/18/07

INNOVATION HR, INC.

September 12, 2007

FILED
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DIVISION OF CORPORATIONS

07 SEP 17 PM 2:21

Florida Department of State
Division of corporations
PO Box 6327
Tallahassee, FL 32314

RE: INNOVATION INSURANCE HOLDINGS, INC.

Dear Sir or Madame:

Please find enclosed an original and one copy of the initial Articles of Incorporation for Innovation Insurance Holdings, Inc. and a check for \$87.50 for the filing fee, certified copy and certificate of status.

Do not hesitate to contact me should you have any questions: 252.904.3921.

Sincerely,



Holly Roberson
Corporate Counsel

ARTICLES OF INCORPORATION
OF
INNOVATION INSURANCE HOLDINGS, INC.

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DIVISION OF CORPORATIONS

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ARTICLE I
NAME

The name of the corporation shall be Innovation Insurance Holdings, Inc. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 1701 Sunset Avenue, Suite 208 Rocky Mount, North Carolina 27804.

ARTICLE III
PURPOSE

The purpose for which the Corporation is organized is to engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county or territory. The Corporation may conduct its business anywhere within the states of the United States or in any foreign country, without in any way limiting the foregoing powers. It is hereby provided that the Corporation shall have the power to do any and all acts and things that may be reasonably necessary or appropriate to accomplish any of the foregoing purposes for which the Corporation is formed.

ARTICLE IV
AUTHORIZED SHARES

The Corporation shall have the authority to issue one thousand (1,000) shares of common stock, with a par value of \$0.0001 per share.

ARTICLE V
INITIAL DIRECTORS

The governing Board shall be known as the Board of Directors. The number of Directors of the Corporation shall be fixed by the Bylaws of the Corporation. The name and address of the person who shall serve as the Director until the first annual meeting of the shareholders or until his successors are elected and qualified are:

Name

Address

Stephen T. Keenan

1701 Sunset Avenue, Suite 208
Rocky Mount, North Carolina 27804

**ARTICLE VI
REGISTERED AGENT**

The name and street address of the registered agent for the Corporation shall be Ron Stoll, 2145 14th Avenue, Suite 6, Vero Beach, FL 32960.

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is:

Stephen T. Keenan
1701 Sunset Avenue, Suite 208
Rocky Mount, North Carolina 27804

**ARTICLE VIII
INDEMNIFICATION**

To the fullest extent permitted by Chapter 607 of the Florida Statutes as the same exists or may hereafter be amended, the Corporation shall indemnify officers and directors of the Corporation and officers and directors of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages due to breach of fiduciary duty as such officer or director.


[SIGNATURE APPEARS ON THE FOLLOWING PAGE.]

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DATED: _____, 2007.

INCORPORATOR:


STEPHEN T. KEENAN

Registered Agent's Acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Ron Stoll, Registered Agent