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01/09/09--01003--002 **6.25

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09 JAN -6 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W08-56380

bm 01/09/09

JOHN A. PANYKO
BOARD CERTIFIED TAX ATTORNEY

PHONE (850) 438-7272

FACSIMILE (850) 438-7224

December 16, 2008

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida
32314

Ladies and Gentlemen:

Enclosed please find two (2) original Articles of Incorporation of Intelligent Management Solutions, Inc. to be filed on behalf of the company.

Enclosed also please find two (2) original Certificates of Domestication to be filed on behalf the company.

Enclosed please also find check no. 22035 in the amount of 122.50 in payment of the filing fees and for the return of a certified copies of each documents to our office.

If you should have any questions or comments regarding this matter, please do not hesitate to contact me directly at your convenience.

Sincerely,



John A. Panyko
For the Firm



RECEIVED
DEPARTMENT OF STATE
09 JAN -6 PM 12: 28

FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 22, 2008

JOHN A PANYKO, ESQ.
323 EAST ROMANA STREET
PENSACOLA, FL 32502

SUBJECT: INTELLIGENT MANAGEMENT SOLUTIONS, INC.
Ref. Number: W08000056380

We have received your document for INTELLIGENT MANAGEMENT SOLUTIONS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$65.

You can not list an effective date for January in article II because your effective date will be when you originally filed in Colorado. Please remove article II.,

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

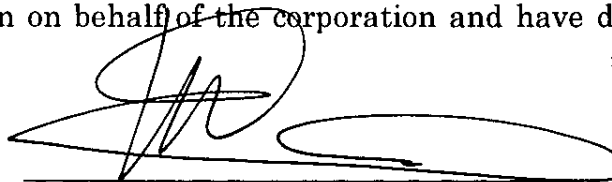
Letter Number: 908A00061264

CERTIFICATE OF DOMESTICATION

The undersigned, Michael Wein, the duly appointed and authorized Chief Executive Officer of Intelligent Management Solution, Inc., a Colorado (foreign), corporation in accordance with Section 607.1801, Florida Statutes, does hereby certify:

1. The date on which the corporation was formed was May 6, 1992.
2. The jurisdiction where the corporation was incorporated was Colorado.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Intelligent Management Solutions, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to Sections 607.0202 and 607.0401 with this certificate is Intelligent Management Solutions, Inc.
5. The jurisdiction that constituted the principal place of business immediately before filing of the Certificate of Domestication was Colorado.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to Section 607.1801 of the Florida Statutes.
7. The domestication of this corporation in the State of Florida was unanimously approved by the Board of Directors and all of its shareholders, said votes sufficient for approval.

I am, Michael Wein, president of Intelligent Management Services, and I am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 16 day of December, 2008.

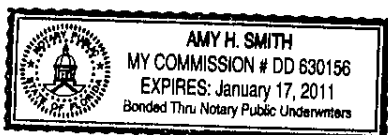


Michael Wein
Chief Executive Officer
Intelligent Management Solutions, Inc.

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Certificate of Domestication was acknowledged before me this 16 day of December, 2008, by MICHAEL WEIN as the President of Intelligent Management Solutions, Inc., who personally appeared before me and who is personally known to me or who have produced _____ as identification.



Amy H. Smith
NOTARY PUBLIC, State of Florida

ARTICLES OF INCORPORATION
OF
INTELLIGENT MANAGEMENT SOLUTIONS, INC.

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is INTELLIGENT MANAGEMENT SOLUTIONS, INC. and its principal office is located at 4400 Bayou Boulevard, Number 6, Pensacola, Florida, 32503, and its mailing address is the same.

ARTICLE II

[Reserved]

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of no par value common stock, all of one class and series.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 323 East Romana Street, Pensacola, Florida, 32502, and the name of this corporation's initial registered agent is JOHN A. PANYKO.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is MICHAEL WEIN of 4400 Bayou Boulevard, Number 6, Pensacola, Florida, 32503.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of December, 2008.

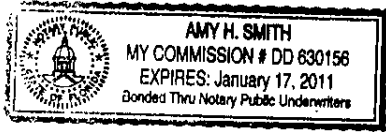


MICHAEL WEIN, Incorporator

STATE OF FLORIDA)
)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 16 day of December, 2008, by MICHAEL WEIN, who personally appeared before me and who is

personally known to me or who has produced _____ as identification.



Amy H. Smith
NOTARY PUBLIC, State of Florida

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JOHN A. PANYKO, am familiar with and hereby accept the appointment as Registered Agent for INTELLIGENT MANAGEMENT SOLUTIONS, INC. as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 30th day of December, 2008.



Print: John A. Panyko
Title: Registered Agent

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TALLAHASSEE, FLORIDA