

P950000011873

ACCOUNTING & TAX SERVICES  
7644 South Tamiami Trail  
Sarasota, Florida 34231  
Phone (813) 923-0792

Date: February 6, 1995

Department of State  
Corporate Records/  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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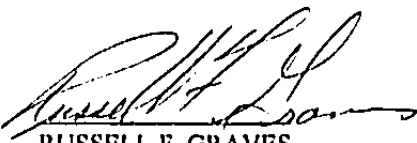
EFFECTIVE DATE  
2-15-95

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation for INNOVATIVE DESIGN CONSULTANTS, INC.

Also find enclosed a check made payable to the Secretary of State for the \$122.50 that includes the statutory filing fee. Your assistance in establishing the Corporation to be known as the INNOVATIVE DESIGN CONSULTANTS, INC. is appreciated.

Respectfully,

  
RUSSELL F. GPAVES  
Account Manager

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB 10 AM 11:14

2-13

KAN

EFFECTIVE DATE

2-15-95

ARTICLES OF INCORPORATION  
OF  
INNOVATIVE DESIGN CONSULTANTS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 FEB 10 AM 11:14

ARTICLE I. NAME

The name of the Corporation will be:

INNOVATIVE DESIGN CONSULTANTS, INC.

ARTICLE II. DURATION

This Corporation will exist perpetually.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose of conducting any lawful business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock, which will be designated "common shares."

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the Corporation are 7640 S. Tamiami Trail, Sarasota, FL 34231 and the name of the registered agent for this Corporation at this address is Michael J. Merenda.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This Corporation will have one (2) directors initially. The number of directors may be either increased or decreased from time to time, by the bylaws but will never be less than one. The name and address of the initial directors for this Corporation are Michael J. Merenda & Vesta M. Merenda, 3401 Spainwood Drive, Sarasota, FL 34232.

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles is Michael J. Merenda, 3401 Spainwood Drive, Sarasota, FL 34232.

#### **ARTICLE VIII. PREEMPTIVE RIGHTS**

Each shareholder of the Corporation will have the right to purchase shares and securities convertible into shares of any class, kind, or series of stock in the Corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of the Corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of outstanding shares, exclusively of treasury shares. Any shareholder will deem this right waived who does not exercise it and pay for the shares within thirty (30) days after the receipt of notice in writing from the Corporation, stating the price, terms, and conditions of the issue of shares, and inviting the shareholder to exercise his or her preemptive rights. Affirmative written waivers may also waive this right submitted by the shareholder to the Corporation within thirty (30) days of receipt of the notice from the Corporation.

#### **ARTICLE IX. REPLACING STOCK CERTIFICATES**

The Board of Directors, may, by resolution, provide for the issue of stock certificates to replace lost or destroyed certificates.

#### **ARTICLE X. AMENDMENT**

These Articles of Incorporation may be amended in any manner provided by law.

#### **ARTICLE XI. INDEMNIFICATION**

The Corporation will indemnify any Director or Officer or any former Officer or Director to the full extent permitted by law.

#### **ARTICLE XII. DATE OF COMMENCEMENT**

The date of commencement of the Corporation will be February 15, 1995, with the approval of these Articles of Incorporation by the Department of State for the State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of February 1995.

  
VESTA M. MERENDA  
SUBSCRIBER

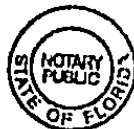
I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

  
MICHAEL J. MERENDA  
REGISTERED AGENT


STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Michael J. Merenda and Vesta M. Merenda, to me known to be the persons described. Who executed the Articles of Incorporation, and he or she acknowledged before me that he or she executed the same.

WITNESS my hand this 6th day of February 1995.



RUSSELL F. GRAVES  
Exp. 5-8-95  
Bonded By Service Ins. Co.

  
RUSSELL F. GRAVES  
NOTARY PUBLIC

My Commission expired: May 8, 1995

**RESOLUTION TO BE TREATED AS A SUBCHAPTER S CORPORATION**

Whereas they deem in the best interest of the Corporation and its shareholders that the Corporation takes certain actions.

Resolved, the Corporation elects to be treated as a Subchapter S Corporation. The officers of the Corporation are authorized to make necessary arrangements to comply with the regulations concerning a Subchapter S Corporation.

Dated: February 6, 1995

Attest:

  
MICHAEL J. MERENDA  
PRESIDENT