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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Shalimar, Florida 32579

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March 17, 1995

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

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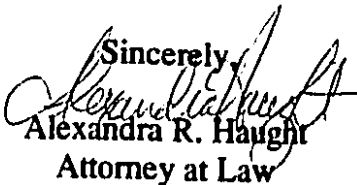
Re: Articles of Incorporation

Dear Sir:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Innovative Technologies Research Corporation. Please file the original and return a certified copy along with a Certificate of Incorporation.

Also enclosed is a check in the amount of \$122.50 representing your filing fee.

I appreciate your assistance in this matter.

Sincerely,

Alexandra R. Haught
Attorney at Law

3/30/95



Enc.

ARTICLES OF INCORPORATION
OF
INNOVATIVE TECHNOLOGIES RESEARCH CORPORATION

The undersigned subscribers, being the incorporators of these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 as follows:

ARTICLE I
NAME

The name of this corporation is INNOVATIVE TECHNOLOGIES RESEARCH CORPORATION.

ARTICLE II
DURATION

This corporation shall exist perpetually.

ARTICLE III
CORPORATE PURPOSE AND POWERS

This corporation is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have is One Million (1,000,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which stock shall have the entire voting power of the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5 Clifford Drive, Suite 12, Shalimar, Florida 32579 and the name of the initial registered agent at that address is ALEXANDRA R. HAUGHT.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

Stuart Mason Rodgers
1804 Huntington Road
Niceville, FL 32578

Rosanna Rodgers
1804 Huntington Road
Niceville, FL 32578

ARTICLE VII
INITIAL INCORPORATORS

The name and address of the initial incorporators of this corporation are as follows:

Stuart Mason Rodgers
1804 Huntington Road
Niceville, FL 32578

Rosanna Rodgers
1804 Huntington Road
Niceville, FL 32578

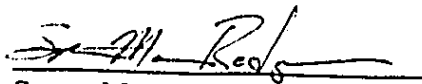
ARTICLE VIII
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS

The principal office address of the Corporation is 1804 Huntington Road, Niceville, FL 32578. The mailing address for the Corporation is 1804 Huntington Road, Niceville, FL 32578.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, has hereunto set his hand and seal on this the 17th day of March, 1995, for the purpose of forming a corporation to do business both within and without the State of Florida and does make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.



Stuart Mason Rodgers
Incorporator


Rosanna Rodgers
Incorporator

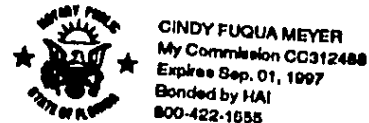
STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Rosanna Rodgers, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 17th day of March, 1995.

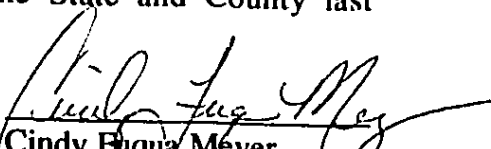

Cindy Fuqua Meyer
NOTARY PUBLIC
My Commission Expires:

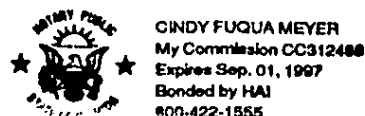
STATE OF FLORIDA
COUNTY OF OKALOOSA



I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Stuart Mason Rodgers, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 17th day of March, 1995.


Cindy Fuqua Meyer
NOTARY PUBLIC
My Commission Expires:





**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is INNOVATIVE TECHNOLOGIES RESEARCH CORPORATION.
2. The address of the registered office is 5 Clifford Drive, Suite 12, Shalimar, Florida 32579.
3. The name of the registered agent at the registered office is Alexandra R. Haught, Attorney at Law.


Dated: March 17th, 1995.


Rosanna Rodgers
Incorporator


Stuart Mason Rodgers
Incorporator

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida 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.

Dated: March 17th, 1995.


ALEXANDRA R. HAUGHT