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TO: INNOVATIVE PROFESSIONAL SERVICES, INC.

STATE OF FLORIDA

09 E. C. ST.

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: INNOVATIVE PROFESSIONAL SERVICES, INC./

FAX AUDIT NUMBER: H95000004471

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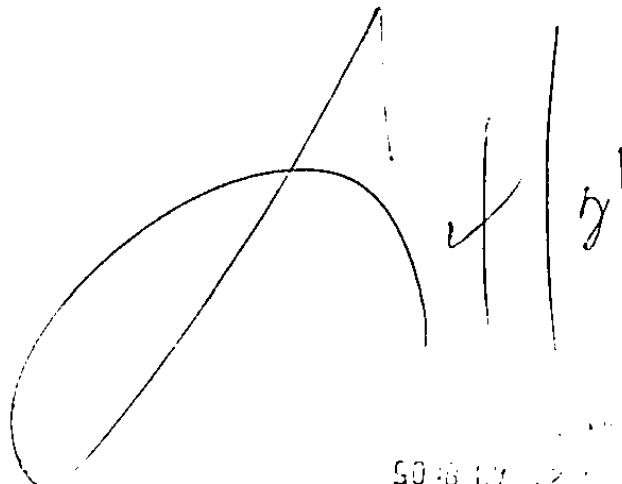
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TALLAHASSEE, FLORIDA



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**ARTICLES OF INCORPORATION OF
INNOVATIVE PROFESSIONAL SERVICES, INC.**

ARTICLE I.

NAME

The name of the Corporation shall be: **INNOVATIVE
PROFESSIONAL SERVICES, INC.** The principal place of business of
this Corporation shall be:

Trade Centre South, #930
100 Cypress Creek Road
Ft. Lauderdale, Florida 33309

ARTICLE II.

DURATION

This Corporation shall exist perpetually commencing on
the date these Articles are filed.

ARTICLE III.

NATURE OF BUSINESS

This corporation may engage or transact in any or all
lawful activities or business permitted under the laws of the
United States, the State of Florida or any other state, country,
territory or nation.

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of
\$.01 par value common stock which shall be designated "Common
Stock".

Prepared by:

Dorothy E. Vogel, Esq.
Trade Centre South, Suite 930
100 West Cypress Creek Road
Ft. Lauderdale, FL 33309
Florida Bar #213719

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**ARTICLE V.
ADDRESS**

The street address of the initial Registered Office of the Corporation shall be 100 West Cypress Creek Road, Suite 930, Ft. Lauderdale, Florida 33309. The name of the initial Registered Agent of the Corporation at that address is: Mary Ann Russo

**ARTICLE VI.
DIRECTOR**

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is:

Gary Cooper
Trade Centre South, Suite 930
100 West Cypress Creek Road
Fort Lauderdale, Florida 33309

The name and street address of the Incorporator of these Articles of Incorporation is:

Gary Cooper
Trade Centre South, Suite 930
100 West Cypress Creek Road
Fort Lauderdale, Florida 33309

**ARTICLE VII.
RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

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STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Gary Cooper, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 20 day of April, 1995.

Diana Colp
NOTARY PUBLIC

Diana Colp
TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT OF INNOVATIVE PROFESSIONAL SERVICES, INC.

Having been named to accept service of process for the above-stated Corporation and the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.

Mary Ann Rizzo

By: Mary Ann Rizzo
Mary Ann Rizzo

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Mary Ann Rizzo, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 20th day of April, 1995.

Diana Colp
NOTARY PUBLIC

Diana Colp

TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:



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