

P95000033044

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

09/27/95 11:00
 09/27/95 11:00
 09/27/95 11:00
 09/27/95 11:00
 09/27/95 11:00

AB 4/27/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>AAK</u>	_____	_____

RE: Innovative Environments,
Tax

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. Filing	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership Filing	_____	_____
_____ Foreign Corp. Filing	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
_____ Art. of Amend. Filing	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ C U S-	_____	_____
_____ Fictitious Name Filing	_____	_____
_____ Name Reservation	_____	_____
_____ Annual Report/Reinstatement	_____	_____
_____ Reg. Agent Service	_____	_____
_____ Document Filing	509881465435	_____
	-04/27/95-04004-003	_____
	*****79.00 *****71.00	_____
_____ Corporate Kit	_____	_____
_____ Vehicle Search	_____	_____
_____ Driving Record	_____	_____
_____ Document Retrieval	_____	_____
_____ UCC 1 or 3 Filing	_____	_____
_____ UCC 11 Search	_____	_____
_____ UCC 11 Retrieval	_____	_____
_____ File No.'s, _____ Copies	_____	_____
_____ Courier Service	_____	_____
_____ Shipping/Handling	_____	_____
_____ Phone ()	_____	_____
_____ Top Priority	_____	_____
_____ Express Mail Prep.	_____	_____
_____ FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

WALK-IN Will Pick Up 127/200

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

95 APR 27 PM 1:30

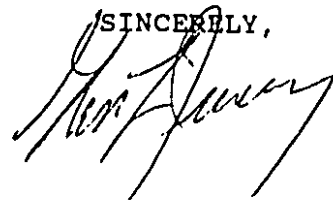
FEBRUARY 17, 1995

DEAR SIR:

PLEASE FIND ENCLOSED, ARTICLES OF INCORPORATION FOR
INNOVATIVE ENVIRONMENTAL, INC. THE PHONE NUMBER IS
(904) 367 - 9312.

PLEASE FIND ALSO ENCLOSED A CHECK FOR 70.00 FOR THE FILING
FEE. I HAVE ENCLOSED AN EXTRA COPY OF THE ARTICLES OF IN-
CORPORATION, PLEASE STAMP THEM FILED AND RETURN THEM.

SINCERELY,



FILED
SEP 27 1970

ARTICLES OF INCORPORATION
OF
INNOVATIVE ENVIRONMENTAL, INC.

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE GENERAL CORPORATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS INNOVATIVE ENVIRONMENTAL, INC.

ARTICLE II. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE III. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE IV. CORPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE V. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$ 1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VI. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 996 BLANDING BLVD #115, ORANGE PARK, FL 32065; THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 12485 ALLPORT ROAD, JACKSONVILLE, FL 32258; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS BRENT W BATEMAN THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII. INCORPORATOR

THE NAME AND ADDRESS OF THE PERSONS SIGNING THESE ARTICLES ARE:

BRENT W BATEMAN
12485 ALLPORT ROAD
JACKSONVILLE, FL 32258

GLENN L JIMENEZ
2516 HORSESHOE BEND
MIDDLEBURG, FL 32068

ARTICLE VIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE IX. CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

ARTICLE X. INITIAL DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE:

1> BRENT W BATEMAN: 12485 ALLPORT ROAD
JACKSONVILLE, FL 32258

2> GLENN L JIMENEZ: 2516 HORSESHOE BEND
MIDDLEBURG, FL 32068

ARTICLE XI. INITIAL OFFICERS AND SUBSCRIBERS

THE NAMES AND POST OFFICE ADDRESSES OF THE OFFICERS WHO ARE TO SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

PRESIDENT: BRENT W BATEMAN: 12485 ALLPORT ROAD
JACKSONVILLE, FL 32258

VICE PRESIDENT: GLENN L JIMENEZ: 2516 HORSESHOE BEND
MIDDLEBURG, FL 32068

ARTICLE XII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON FEBRUARY 17, 1995.


Brent W. Bateman

BRENT W BATEMAN
USNA-420-88-8214


STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED BRENT W BATEMAN TO ME KNOWN AND KNOWN TO BE THE PERSON DESCRIBED AS THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAID ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES THEREIN SET FORTH AND EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL AT JACKSONVILLE, FLORIDA, THIS 25th DAY OF April 19 95.

M. Keith
 MY COMMISSION EXPIRES: 9/13/1996
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: 9/13/1996

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED
THESE ARTICLES OF INCORPORATION ON FEBRUARY 17, 1995.



GLENN L. JIMENEZ
USNR-564-235141

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED GLENN L. JIMENEZ TO ME KNOWN AND KNOWN TO BE THE PERSON DESCRIBED AS THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAID ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES THEREIN SET FORTH AND EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL AT JACKSONVILLE, FLORIDA, THIS 25th DAY OF April 1995.


M. V. Keitt
MARY V. KEITT
MY COMMISSION # CC405649 EXPIRES
September 13, 1998
NOTARY/PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: 9/13/1998

FILED

95 APR 27 PM 1:30

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

IN PURSUANCE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST, THAT INNOVATIVE ENVIRONMENTAL, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY OF ORANGE PARK, FL, HAS NAMED:

BRENT W BATEMAN
LOCATED AT:
12485 ALLPORT ROAD
JACKSONVILLE, FL 32258

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFI-
CATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY.


BRENT W BATEMAN