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DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 33401-6194
CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770

(((H95000005311))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: INNOVATIVE SOURCE, INC.

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Nashid Sabir, Esq.
102 E. 49 St.
Hialeah, FL 33013
(305) 822.4444
Fl. Bar No. 368091

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

INNOVATIVE SOURCE, INC.

ARTICLE I

The name of the Corporation is: INNOVATIVE SOURCE, INC.

Principal Office: 879 N.W. 214th AVENUE
SUITE 203
MIAMI, FLORIDA 33169

ARTICLE II

THE Corporation may engage or transact in any or all activity or business permitted under laws of the United States and the State of Florida. The corporation shall exist perpetually.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of one class of common stock having a par value of One ($1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
CUMULATIVE VOTING

Shareholders of this corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of two (2) directors to be elected. The shareholder may give all of their votes to one candidate or distribute them among as many candidates

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as the shareholder may wish. Notice must be given by any shareholder to the President and the vice-president of the Corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders meeting for the election of directors that such shareholders intend to cumulate his vote at said election.

ARTICLE V
PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE VI
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

ARTICLE VII
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida is;

INITIAL REGISTERED AGENT: STEPHANIE ROLLE

INITIAL REGISTERED OFFICE: 879 N.W. 214th Street, Suite 203
Miami, Florida 33169

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ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept the process on the Corporation at the Initial Registered Office designated in these articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

Stephanie Rolle

STEPHANIE ROLLE
REGISTERED AGENT

ARTICLE VIII
INITIAL BOARD OF DIRECTOR

The number of Directors constituting the initial Board of Directors of the Corporation are two (2).

STEPHANIE ROLLE
879 N.W. 214th Street
Suite 203
Miami, Florida 33169

E. BERNADINE LASTER
619 S.W. 5th Avenue
Delray Beach, Florida 33444

ARTICLE IX

INITIAL DIRECTOR

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The name and address of the initial Board of Directors of the Corporation are:

STEPHANIE ROLLE,
President
879 N.W. 214th Street
Suite 203
Miami, Florida 33169

The number of Directors may be increased or decreased from time to time By-Laws adopted by the stockholders.

ARTICLE X

The name and address of the incorporator executing these articles of Incorporation is:

INCORPORATOR: STEPHANIE ROLLE

ADDRESS: 879 N.W. 214th Street
Suite 203
Miami, Florida 33169

Stephanie D. Rolle

Incorporator
STEPHANIE ROLLE

Personally appeared before me, the undersigned authority, STEPHANIE ROLLE, who signed the foregoing Affidavit in my presence and who being by me first duly sworn, deposes and says that he knows the contents of said Affidavit, that the same is true to the best of his knowledge and belief.

8th Witness my hand and official seal at Miami, FL this day of May, 1995.

Myriam Reyes
Name of Notary Public
My commission expires:

MYRIAM REYES
COMMISSION # CC 383687
EXPIRES JUN 15, 1998
BONDED THRU
ATLANTIC BONDING CO., INC

Signature of Notary
Affiant X Known __ Produced I.D.
Type of I.D. ______