

P95000041505-

LAW OFFICES
JOHN W. THIEBES
423 BREVARD AVENUE
POST OFFICE BOX 1926
CORONA, FLORIDA 32923-1926

ADMITTED IN
FLORIDA AND MISSOURI

TELEPHONE
(407) 839-2000
TELECOPIER
(407) 839-2025

April 26, 1995

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***122.50 ***122.50

Florida Secretary of State
Corporate Records Division
Florida State Capital
Tallahassee, Florida 32304

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 26 AM 11:10

Re: Innovative Concepts, Inc.

Dear Sir/Madam:

Enclosed please find the executed original and a copy of the Articles of Incorporation for the above-referenced Corporation. Also, enclosed is our check in amount of \$122.50 to cover the requisite filing fee.

Upon filing, please return the copy of the Articles of Incorporation stamped with the filing information to me at the above address.

Thank you for your assistance regarding this matter.

Very truly yours,


John W. Thiebes, Esquire

JWT/dmc

Enclosure(s)

W95-9536
d/B 5/5/95



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

May 5, 1995

JOHN W. THIEBES, ESQ.
P.O. BOX 1926
COCOA, FL 32923-1926

SUBJECT: INNOVATIVE CONCEPTS, INC.
Ref. Number: W95000009536

We have received your document for INNOVATIVE CONCEPTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 795A00022064

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 26 AM 11:10

ARTICLES OF INCORPORATION
OF
INNOVATIVE PERCEPTIONS, INC.

ARTICLE I

The name and address of the Corporation is:

INNOVATIVE PERCEPTIONS, INC.
4871 East Falcon Boulevard
Cocoa, Florida 32927

ARTICLE II

This Corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III

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

ARTICLE IV

This Corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE V

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

Jeffrey V. Proctor
4871 East Falcon Boulevard
Cocoa, Florida 32927

The Board of Directors from time to time may move the Registered Office to any address in the State of Florida.

ARTICLE VI

This Corporation shall have two (2) Directors Initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors of this Corporation are:

JEFFREY V. PROCTOR
4871 East Falcon Boulevard
Cocoa, Florida 32927

LEE A. PROCTOR
6770 Belfast Avenue
Cocoa, Florida 32927

ARTICLE VII

The names and addresses of the persons signing these Articles of Incorporation as the Incorporators are:

JEFFREY V. PROCTOR
4871 East Falcon Boulevard
Cocoa, Florida 32927

LEE A. PROCTOR
6770 Belfast Avenue
Cocoa, Florida 32927

ARTICLE VIII

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation, to-wit:

A. The Board of Directors from time to time shall determine whether and to what extent, and to which time and place, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the Shareholders.

B. The Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issue of new certificates therefor.

C. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporation, and any Director or Directors, individually or jointly, may be a party to, or may be interested in, any such contract or transaction of the Corporation, or in which the Corporation is interested, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from his contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director(s) of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.

ARTICLE IX

This Corporation reserves the right to repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X

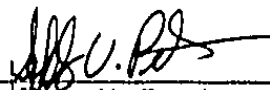
This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. The Corporation may exercise all powers now granted, or which in the future may be granted, by the Business Corporation Law to corporations formed thereunder, subject to any limitation imposed by the Business Corporation Law or any other statute of the State of Florida, and except as such powers may be limited by or be inconsistent with the Small Business Investment Act of 1958, as amended, and the Regulations issued thereunder.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 26 AM 11:10

ARTICLE XI


Having been named to accept Service of Process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

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

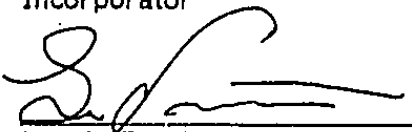


Jeffrey V. Proctor
Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 23 day of MAY, 1995.



Jeffrey V. Proctor
Incorporator

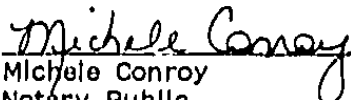


Lee A. Proctor
Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared JEFFREY V. PROCTOR and LEE A. PROCTOR known to me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23
day of MAY, 1995.


Michele Conroy
Notary Public
State of Florida at Large



MICHELE CONROY
My Commission CC
Expires Mar. 26, 1999
Bonded by HAI
800-422-1556



MICHELE CONROY
My Commission CC446248
Expires Mar. 26, 1999
Bonded by HAI
800-422-1556