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7/31/95 P 950000 60303


VALIDATION ONLY

Requestor's Name
 Address
 City State ZIP Phone

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 1995 AUG -4 PM 12:41
 SECRETARY OF STATE
 TALLAHASSEE

CORPORATION(S) NAME

INNER ACTIVE, INC


 FLORIDA
 Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
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Name
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Document
Examiner
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Verifier
Acknowledgment
W.P. Verifier

REPRODUCED COPY

AUG 4 1995

David A. Garrett
5130 Wiles Road, Suite 180
Coral Springs, FL 33067-1993

7/26/95

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

700001550327
-08/01/95--01016--021
****122.50 ****122.50

Re: Inner Active, Inc.

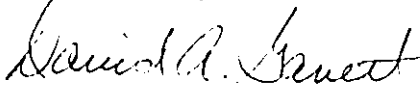
To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the filing fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the below named corporation.

Name of Corporation	Inner Active, Inc.
Mailing address	9130 Wiles Road, Suite 180 Coral Springs, FL 33067-1993
Phone	(305) 755-2034
Registered Agent	David A. Garrett

Yours very truly,



David A. Garrett

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TALLAHASSEE, FLORIDA

W95-13441
502



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FLORIDA DEPARTMENT OF STATE

August 1, 1995

Sandra B. Mortham
Secretary of State

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: INNER ACTIVE, INC.
Ref. Number: W95000015441

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for INNER ACTIVE, 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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 395A00036244

**ARTICLES OF INCORPORATION
OF**

INNER ACTIVE OPTIONS, INC.

Article I - Name

OPTIONS, INC.

The name of this corporation is INNER ACTIVE , with its principle and mailing address being 9130 Wiles Road, Suite 180, Coral Springs, FL 33067-1993.

Article II - Duration

This corporation shall exist perpetually, unless dissolved sooner according to law.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all other lawful business permitted under the laws of the United States of America and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

Article V - Preferences, Limitations, and Relative Rights of Shares of Capital Stock

Section 1. Dividends

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors in the resolution authorizing each series of Common Shares. Cash dividends on Common Shares shall accrue from the date of issue.

Section 2. Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution, or concluding of this corporation, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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TALLAHASSEE

Article VI - Designation of Series

Additional Common Shares may be issued from time to time in series. All Common Shares shall be of equal rank and identical except in respect to the particulars that may be fixed by the Board of Directors, as authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

- 1) The distinctive designation of all series and the number of shares which shall constitute each series;
- 2) The annual rate of dividends payable on the shares of all series and the time and manner of payment;
- 3) The redemption price or prices, if any, for the shares of each, any or all series;
- 4) The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;

Article VII - Preemptive Rights

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 9130 Wiles Road, Suite 180, Coral Springs, FL 33067-1993, and the name of the initial registered agent of this corporation at that address is David A. Garrett.

Article IX - Initial Board of Directors

This corporation shall have two 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. The names and addresses of the initial directors of this corporation are:

David A. Garrett
9701 Westview Drive, #1412
Coral Springs, FL 33076-2538

Debra L. Garrett
9701 Westview Drive, #1412
Coral Springs, FL 33076-2538

Article X - Incorporator

The names and addresses of the persons signing these articles are:

David A. Garrett
9701 Westview Drive, #1412
Coral Springs, FL 33076-2538

Debra L. Garrett
9701 Westview Drive, #1412
Coral Springs, FL 33076-2538

Article XI - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

Article XII - Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amounts set opposite their name(s):

David A. Garrett	250 Shares
Debra L. Garrett	250 Shares

Shares held by the initial shareholder(s) listed above may not be resold or otherwise transferred to another person(s) unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms of 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 and this corporation.

Article XIII - Cumulative Voting

At each election for directors every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

Article XIV - Calling of Special Meetings

Special meetings of shareholders may be called by Forty Percent (40%) of the shares entitled to vote.

Article XV - Shareholder Quorum and Voting

Fifty One Percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of Fifty One Percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article XVI - Approval of Shareholders Required For Merger

The approval of the shareholders of this corporation to any Plan of merger shall be required in every case, whether or not such approval is required by law.

Article XVII - Right of Shareholders to Dissent

The shareholders of this corporation shall have the right to dissent from any corporate actions from which the share holders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

Article XVIII - 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 XIX - Powers

This corporation shall have the corporate power

- 1) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation
- 2) To sue and be sued, complain and defend in its corporate name in all actions or proceedings
- 3) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- 4) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- 5) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- 6) To lend money to, and use its credit to assist its officers and employees in accordance with FS 607 141
- 7) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- 8) To make contract and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- 9) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- 10) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- 11) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- 12) To make and alter by-laws, not inconsistent with its articles of incorporation or within the laws of this state, for the administration and regulation of the affairs of the corporate.
- 13) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- 14) To transact any lawful business which the board of directors shall find to be in aid of governmental policy.
- 15) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors and employees of its subsidiaries
- 16) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.
- 17) To have and exercise all powers necessary or convenient to effect its purposes.

Article XX - Directors Compensation

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XXI - Reduction in Stated Capital

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by an action requiring or constituting an amendment of the Articles of Incorporation.

Article XXII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debt in any extent what ever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

Article XXIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these articles of incorporation this 26th day of July, 1995



DAVID A. GARRETT



DEBRA L. GARRETT

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

In pursuance with chapter 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said acts:

CITATIONS, INC.

First - That INNER ACTIVE , desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Coral Springs, in the County of Broward and the State of Florida, has named David A. Garrett, located at 9130 Wiles Rd. #180, Coral Springs, FL 33067, State of Florida as its agent to accept service of process within this state.

Second - Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provision of Florida Law in keeping open said office.

ACKNOWLEDGMENT: _____

David A. Garrett
David A. Garrett, Registered Agent

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