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

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FROM: TESSER, L PPMAN, VALINSKY & KERN  
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CONTACT: PATRICIA FOX-BUTLER  
PHONE: (305) 467-1964  
FAX: (305) 467-2264

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: PARK AVENUE DESIGNS, INC.  
FAX AUDIT NUMBER: H96000002186  
DATE REQUESTED: 02/14/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 3  
ESTIMATED CHARGE: \$122.50  
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TIME REQUESTED: 14:11:53  
CERTIFICATE OF STATUS: 0  
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96 MAR -1 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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96 FEB 14 PM 3:02  
DIVISION OF CORPORATIONS

496-3474

02/16/96 10:10 FL Dept. of State pl /1



**FLORIDA DEPARTMENT OF STATE**  
Handra B. Morham  
Secretary of State

February 15, 1996

TESCHER, LIPPMAN, VALINSKY & KAIN

FT. LAUDERDALE, FL

SUBJECT: PARK AVENUE DESIGNS, INC.  
REF: W96000003474

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Loria Poole  
Corporate Specialist

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Fax Audit No. H96000002186

**ARTICLES OF INCORPORATION  
OF  
PARK AVENUE DISTRIBUTION, INC.**

FILED  
96 MAR -1 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act for the purpose of operating a medical practice.

**FIRST:** The name of the corporation (hereinafter called the "Corporation") is Park Avenue Distribution, Inc.

**SECOND:** The principal office of the Corporation shall be located at 1991 Tigertail Blvd., Suite A, Dania, Florida 33004. The mailing address of the Corporation is 1991 Tigertail Blvd., Suite A, Dania, Florida 33004.

**THIRD:** The aggregate number of shares which the Corporation shall have authority to issue is 1000, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

**FOURTH:** No holder of any of the shares of any class of the Corporation shall not be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

**FIFTH:** The number of directors constituting the initial Board of Directors of the Corporation is two which may be increased or decreased by the bylaws.

The name and address of the people who are to serve as the members of the initial Board of Directors of the Corporation is as follows:

Fax Audit No. H96000002186  
Prepared by Kipnis Tescher Lippman Valinsky & Kain  
One Financial Plaza, Suite 2308  
Fort Lauderdale, Florida 33394  
(954) 467-1964

9999/96-14107

1

Fax Audit No. H96000002186

**NAME**

**ADDRESS**

Al Hacker

1991 Tigertail Blvd., Suite A  
Dania, Florida 33004

R.B. Nichols, Sr.

1991 Tigertail Blvd., Suite A  
Dania, Florida 33004

**SIXTH:** The name of the initial registered agent of the Corporation in the State of Florida is Al Hacker and the address of the initial registered agent of the Corporation is 1991 Tigertail Blvd., Suite A, Dania, Florida 33004.

**SEVENTH:** The name and address of the incorporator is:

**NAME**

**ADDRESS**

Al Hacker

1991 Tigertail Blvd., Suite A  
Dania, Florida 33004

**EIGHTH:** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**NINTH:** The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed the same.

Signed on February \_\_, 1996



Al Hacker, Incorporator

Fax Audit No. 96000002186  
Prepared by: Kipnis Tescher Lippman Valinsky & Kain  
One Financial Plaza, Suite 2308  
Fort Lauderdale, Florida 33394  
(954) 467-1554

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Acceptance of Appointment by Registered Agent

Purnuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

  
Al Hacker

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96 MAR -1 AM 8:49  
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10/29/96

FLORIDA DIVISION OF CORPORATIONS  
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((H96000015199 B)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000  
FROM: TESCHER, LIPPMAN, VALINSKY & KAIN ACCT#: 072164000350  
CONTACT: PATRICIA FOX-BUTLER  
PHONE: (305)467-1964 FAX #: (305)467-2264

NAME: PARK AVENUE DISTRIBUTION, INC.  
AUDIT NUMBER.....H96000015199  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
CERT. COPIES.....1  
PAGES..... 1  
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96 OCT 29 PM 1:56  
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TALLAHASSEE, FLORIDA

**KIPNIS TESCHER LIPPMAN VALINSKY & KAIN**

ATTORNEYS AT LAW  
ONE FINANCIAL PLAZA  
SUITE 2308  
FORT LAUDERDALE, FLORIDA 33394

TELEPHONE (954) 467-1964  
MIAMI - PALM BEACH (800) 371-0419  
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FROM: Steven N. Lippman

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H96000015199

**ARTICLES OF AMENDMENT TO THE ARTICLES OF  
INCORPORATION OF PARK AVENUE DISTRIBUTION, INC.**

Pursuant to the provisions of Florida Statute §§ 607.1005 and 607.1006, the undersigned corporation adopts the following articles of amendment to its Articles of Incorporation:

1. The name of the corporation is Park Avenue Distribution.
2. The Articles of Incorporation are hereby amended as follows:

Article First is amended to read as follows:

**FIRST:** The name of the corporation (hereinafter called the "Corporation") is Innovative Products, Inc.

3. The foregoing amendment was adopted the sole incorporator of the Corporation on October 28, 1996 without shareholder action, which was not required.

IN WITNESS WHEREOF, the undersigned has executed these articles of amendment this 27th day of October, 1996.

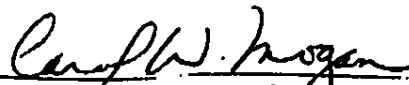
  
Al Hacker, Incorporator

STATE OF FLORIDA                     )  
  )SS:  
COUNTY OF BROWARD                )

The foregoing instrument was acknowledged before me this 27th day of October, 1996 by Al Hacker as Incorporator of Park Avenue Distribution, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and did/did not take an oath.

Notary Public:

sign



print

Carol W. Morgan

State of Florida at Large (Seal)

My Commission Expires:

Fax Audit No. H96000015199  
Prepared by: Steven N. Lippman, Esq.  
Kipnis Tescher Lippman Valinsky & Kain  
One Financial Plaza, Suite 2308  
Ft. Lauderdale, FL 33394  
0344/96-14002  
Florida Bar No. 709638  
(954) 467-1964



CAROL W. MORGAN  
MY COMMISSION # CC086418 EXPIRES  
April 24, 1998  
MEMBER THRU TROY FIRE INSURANCE, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT 29 PM 1:56

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