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CIVIL TRIAL PRACTICE

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May 20, 1996

Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

RE: INNOVATIVE REALTY GROUP, INC.

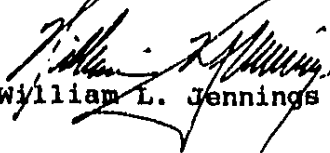
Dear Madam or Sir:

Enclosed please find original Articles of Incorporation for the above captioned. Also find my client's check in the amount of \$122.50 made payable to the Secretary of State.

Please file accordingly.

Sincerely,

WILLIAM L. JENNINGS


William L. Jennings

WLJ/lpw
Enclosures

FILED
56 MAY 20 PM 6:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DRC/23

**ARTICLES OF INCORPORATION
OF
INNOVATIVE REALTY GROUP, INC.**

FILED
MAY 20 PM 6:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: **INNOVATIVE REALTY GROUP, INC.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, having no par value per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

**ARTICLE V. REGISTERED AGENT, INITIAL REGISTERED OFFICE
AND ADDRESS OF CORPORATION**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: **WALLACE B. DEVRIES, 10863 Park Boulevard, #G, Seminole, FL 34642.**

The corporation's principal office and mailing address are: **10863 Park Boulevard, #G, Seminole, Florida, 34642**

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

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name of the initial director of this Corporation and street address : WALLACE B. DEVRIES
10863 Park Boulevard, #G
Seminole, FL 34642

The person named as initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: WALLACE B. DEVRIES, 10863 Park Boulevard, #G, Seminole, FL 34642.

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is made.


WALLACE B. DEVRIES, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I, WALLACE B. DEVRIES, am hereby familiar with and accept the

duties and responsibilities as registered agent for said corporation.

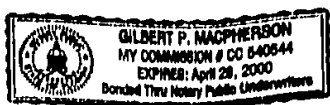
Wallace B. Devries
WALLACE B. DEVRIES, Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared WALLACE B. DEVRIES, to me known to be the person described as Incorporator or who produced DELIVERANCE LICENSE as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 27 day of March, 1996.

My Commission Expires:

Gilbert P. MacPherson
NOTARY PUBLIC



FILED
96 MAY 20 PM 6:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA