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FAX: (904) 922-4000

FROM: D. FINEST LIMO. INC.
13850 NW 26TH AVE

MIAMI FL 33054- 02-

CONTACT: MS DEE
PHONE: (305) 887-1663
FAX: (305) 881-0707

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CREATIVE MANAGEMENT, INC.

FAX AUDIT NUMBER: H96000008168
DATE REQUESTED: 06/11/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 14:24:42
CERTIFICATE OF STATUS: 0
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

June 12, 1996

D. FINEST LIMO, INC.
13850 NW 26TH AVENUE
MIAMI, FL 33054

SUBJECT: A CREATIVE MANAGEMENT COMPANY
REF: W96000012497

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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) 487-6933.

Dana Calloway
Document Specialist

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FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

June 17, 1996

D. FINEST LIMO, INC.
13850 NW 26TH AVENUE
MIAMI, FL 33054

SUBJECT: INNOVATIVE MANAGEMENT COMPANY
REF: W96000012497

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6937.

Jerri Weimann
Staff Assistant

FAX And. #: 296000008168
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**ARTICLE OF INCORPORATION
OF
INNOVATIVE MANAGEMENT COMPANY**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Innovative Management Company.

The principal address of the corporation at the time of incorporation is 13850 N. W. 26th Avenue, Miami, Florida 33054, County of Dade, State of Florida.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State Florida.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to use 7500 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V - 1244 STOCK

The capital stock of this corporation will be issued in accordance with the requirements of Section 1244 of the Internal Revenue Code.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

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The street address of the initial registered office of the corporation is 13850 NW 26th Avenue Miami, Florida 33054, and the name of the initial registered agent of the corporation at that address is Sharon Donald.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws.

The business of this Corporation shall be conducted and managed by its Board of Directors. The Shareholders of this Corporation shall not be entitled to remove any Director from office during his term without cause.

Members of the Board of Directors may participate in meeting of the Board of Directors by means of telephone conference as provided by Law.

The Directors of this Corporation may take action by written consent as provided by Law.

The name and address of each member of the initial Board of Directors of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Sharon Donald	13850 NW 26 th. Avenue Miami, Florida 33054

ARTICLE IX - INCORPORATORS

The name and address of each incorporators is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sharon Donald	13850 NW 26 th. Avenue Miami, Florida 33054

ARTICLE X - INTER - COMPANY CONTRACTORS

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise in, or are Directors or Officers of, such other Corporation. Any Directors, individually, or any firm of which any Director may be a member,

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may be a party to, or may be pecuniarily otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is also a Director or Officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not interested.

ARTICLE XI - STOCKHOLDERS' AGREEMENT

The Corporation and its common Stockholders, or the Stockholders of the Corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the Stock of this Corporation, whether voluntary or involuntary. Any such agreement may confer upon the Corporation or the Stockholder, or both, the option of first refusal or mandatory purchase in the event any Stockholder desires to transfer, assign, encumber or pledge his Stock, with or without a consideration. Any such agreement may include such restrictions during the lifetime of any Stockholder. Nothing contained in these Articles of Incorporation or By-Laws of the Corporation shall be construed as authorizing a transfer of such Stock upon the books of the Corporation in Violation of any such agreement.

ARTICLE XII - DIVIDENDS

Dividends may be paid to Shareholder out of unreserved capital surplus and unrestricted earned surplus of the Corporation. A Directors shall not be liable for dividends illegally declared, distributions illegally made to Shareholders, or any other action taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an Officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation, unless such act shall be determined to be willful or negligent; nor shall he be liable, if, in good faith, in determining the amount available for dividends or distribution, he considered the assets to be of their book value.

ARTICLE XIII - INDEMNIFICATION OF DIRECTOR

The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a Judgment in its favor by reason of his being or having been a Director or any Officer of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Directors may be adjudged to have been guilty of negligence or malfeasance in the discharge of his duties to the Corporation.

The Corporation shall indemnify any Director, Officer, employee, or agent of the Corporation for all acts, and under all circumstances provided for in Florida Statute 607.014, and upon

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determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by such Law.

ARTICLE XIV - DIRECTORS' LIABILITY

No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of incorporation or the By-Laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable ground or probable cause for believing that the Board is acting under the provisions of or in the manner authorized by the Articles of incorporation or By-Laws. The defense or any legal, equitable or any other action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or on behalf of the Corporation, including but not limited to expenses incurred in the course of attaining trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a Judgment or Decree being rendered against the Director, the Corporation shall indemnify and save him harmless.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any agreement hereto, and any right conferred upon the shareholders is subject to this reservation.

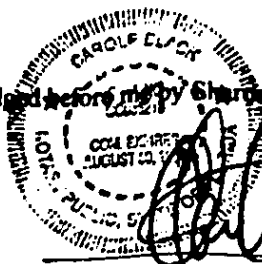
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10 th. day of June.

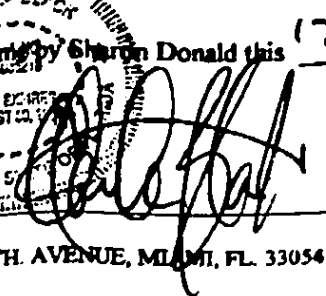

Sharon Donald

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me by Sharon Donald this 17 day of

June 1996.





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STATE OF FLORIDA
TALLAHASSEE

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

In pursuance of chapter 607 34, Florida Statutes, the following is submitted, in compliance with said act:

First that **INNOVATIVE MANAGEMENT COMPANY**, desires to organize under the laws of the State of Florida with its principal office as indicated in Article of Incorporation in the City of Miami, County of Dade, State of Florida, has named Sharon Donald as its agent to accept service of process within the state.


SHARON DONALD, INCORPORATOR

ACKNOWLEDGMENT:

Having been named to accept service for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act., relative to keeping said office.


Sharon Donald
Registered Agent

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CARTERMAN/K