

1201 HAYS STREET  
FALL HARBOR, FL 32101-2607  
904-222-9171  
FALL HARBOR, FL 32101-2607

800-342-8086

P960000089751



ACCOUNT NO. : 072100000032

REFERENCE : 139349 10473A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 31, 1996

ORDER TIME : 9:34 AM

ORDER NO. : 139349-005

CUSTOMER NO: 10473A

CUSTOMER: Michael A. Fischler, Esq  
FISCHLER & FRIEDMAN, P.A.

116 Southeast 6th Court

Ft. Lauderdale, FL 33301

000001992520--5  
-10/31/96--01079--006  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: INNOVATIVE CONSULTING AND  
NETWORKING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED  
96 OCT 31 PM 2:58  
RECEIVED  
96 OCT 31 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304  
DIVISION OF CORPORATION

16  
10.31.96

**ARTICLES OF INCORPORATION**  
**OF**  
**INNOVATIVE CONSULTING AND NETWORKING, INC.**

95 OCT 31 PM 2:53  
FILED  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I**

**CORPORATE NAME**

The name of this Corporation shall be:

INNOVATIVE CONSULTING AND NETWORKING, INC.

**ARTICLE II**

**NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, \$1.00 par value per share.

**ARTICLE IV**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE V**

### **REGISTERED AGENT AND INITIAL REGISTERED OFFICE AND PRINCIPAL OFFICE IN FLORIDA**

The Registered Agent and the street address of the Initial Registered Office and Principal Office of this Corporation in the State of Florida shall be:

Michael A. Fischler, Esq.  
Fischler & Friedman, P.A.  
116 Southeast 6th Court  
Fort Lauderdale, Florida 33301

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

This Corporation shall have at least one director.

## **ARTICLE VII**

### **INCORPORATOR**

The name of the person signing these Articles of Incorporation as the Incorporator is Michael A. Fischler, Esquire and his address is 116 Southeast 6th Court, Fort Lauderdale, Florida 33301.

## **ARTICLE VII**

### **INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action

or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court ordered indemnification shall, under any circumstances, be permitted.

#### **ARTICLE IX**

##### **AFFILIATED TRANSACTIONS**

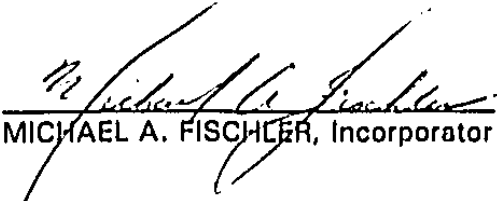
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

#### **ARTICLE X**

##### **CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 30th day of October, 1996.

  
MICHAEL A. FISCHLER, Incorporator

STATE OF FLORIDA )  
                                  SS.  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me on this 30th day of October, 1996, by Michael A. Fischler, as Incorporator, who is personally known.



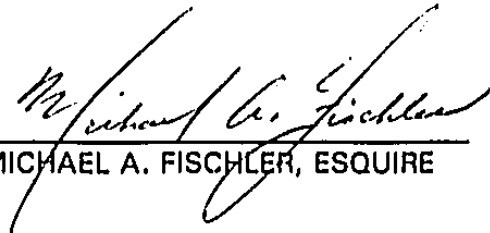
  
Notary Public  
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

INNOVATIVE CONSULTING AND NETWORKING, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at: 1929 N. Pine Island Road, Plantation, Florida 33322, has named Michael A. Fischler, Esq., whose address is Fischler & Friedman, P.A., 116 S.E. 6th Court, Fort Lauderdale, Florida 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.

  
MICHAEL A. FISCHLER, ESQUIRE

FILED  
96 OCT 31 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA