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Jeff Tomberg
Board Certified Civil
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JEFF TOMBERG, P.A.

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96 NOV -5 PM 1:51

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September 26, 1996

SECRET
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/28/96--01058--0001
*****75.00 *****75.00

Re: INNOVATIVE MANAGEMENT, INC.

W96-22940

Gentlemen:

Enclosed is our check in the amount of \$75.00. Please file the attached corporation for INNOVATIVE MANAGEMENT, INC., and return a copy of the Articles to this office when filed.

Thank you.

Very truly yours,

JEFF TOMBERG

JeT/ah

TH
11-8-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

October 29, 1996

JEFF TOMBERG, J.D., P.A.
POST OFFICE DRAWER EE
626 S.E. 4TH STREET
BOYNTON BEACH, FL 33435

SUBJECT: INNOVATIVE MANAGEMENT, INC.
Ref. Number: W96000022940

We have received your document for INNOVATIVE MANAGEMENT, INC. and your check(s) totaling \$75.00. 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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 996A00049763

LAW OFFICES OF
JEFF TOMBERG, J.D., P.A.
P.O. DRAWER EE
820 S.E. 4TH STREET
BOYNTON BEACH, FLORIDA 33435

Jeff Tomberg
Board Certified Civil
Trial Lawyer

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Joseph Tomberg

November 4, 1998

(801) 732-8488
(801) 737-1348
FAX: (801) 734-8971

Secretary of State
Attn: Kathy Hyman
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Innovative Investments, Inc.

Dear Ms. Hyman:

Enclosed are the revised Articles of Incorporation for Innovative Investments, Inc.

Very truly yours,

JeT/ah


JEFF TOMBERG

ARTICLES OF INCORPORATION
of
INNOVATIVE INVESTMENTS, INC.

FILED
96 NOV -5 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I -- Name

The name of this corporation is INNOVATIVE INVESTMENTS, INC.

Article II -- Duration

This corporation shall exist for a perpetual period of time.

Article III -- Purpose

This corporation is organized for the purpose of managing businesses and property, and transacting any and all business which may be permitted under the laws of the State of Florida, and approved by the Board of Directors.

Article IV -- Capital Stock

This corporation is authorized to issue 100 shares of common stock at ten (\$10.00) dollar par value.

Article V -- Capital Stock 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.

Article VI -- Preemptive Rights

Every shareholder, 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 the issuance of

fractional shares) at the price at which it is offered to others.

Article VII -- Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4658 Sylvan Lane, Lake Worth, FL 33461. The name of the initial registered agent of this corporation at that address is RONALD ARENA, JR..

Article VIII -- Principal Place of Business

The initial principal place of business is 4658 Sylvan Lane, Lake Worth, FL 33461. The mailing address is 4658 Sylvan Lane, Lake Worth, FL 33461.

Article IX -- Initial Board of Directors

This corporation shall have one director 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 name and address of the initial director of this corporation is as follows:

RONALD ARENA, JR.
4658 Sylvan Lane
Lake Worth, FL 33461

Article X -- Incorporator

The name and address of the person signing these articles is:

RONALD ARENA, JR.
4658 Sylvan Lane
Lake Worth, FL 33461

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of September, 1996.



RONALD ARENA, JR.

LS

STATE OF FLORIDA

COUNTY OF PALM BEACH

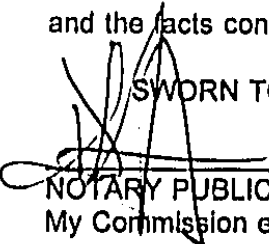
BEFORE ME, the undersigned authority, duly licensed to administer oaths and take acknowledgements, personally appeared RONALD ARENA, JR., who

✓ Is personally known to me

_____ produced _____ as identification

who after being duly sworn, on oath deposes and says that he has read the foregoing, and the facts contained therein are true to the best of his knowledge.

SWORN TO and subscribed before me this 16 day of September, 1996.



NOTARY PUBLIC, State of Florida
My Commission expires:



"OFFICIAL SEAL"
Daniel E. Lichtenberger
My Commission Expires 9/30/2000
Commission #CC 589509

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

FILED
96 NOV -5 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted pursuant to F.S. 48.091.

INNOVATIVE INVESTMENTS , INC., organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 4658 Sylvan Lane, Lake Worth, FL 33461, has named RONALD ARENA, JR., located at 4658 Sylvan Lane, Lake Worth, FL 33461, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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



RONALD ARENA, JR.

LS