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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: INNOVATIVE PURCHASING SERVICES CO.

AUDIT NUMBER.....H97000004522

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
INNOVATIVE PURCHASING SERVICES CO.

Article I
CORPORATE NAME

The Name of this Corporation shall be:

INNOVATIVE PURCHASING SERVICES CO.

Article II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article III
CAPITAL STOCK

This Corporation is authorized to issue a maximum of 100 shares of stock. The shares of stock authorized shall be common stock having a par value of \$ 10.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Prepared By:
HOWARD L. KUKER
9200 So. Dadeland Boulevard
Suite 508
Miami, Florida 33156
(305) 670-0987
Fla. Bar No.: 137780

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Article IV

INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's Initial Principal Office and Mailing address in the State of Florida shall be:

13155 SW 132 AVENUE
MIAMI, FLORIDA 33186

Article V

INITIAL REGISTERED AGENT

The Corporations' initial Registered Agent in the State of Florida shall be:

NAME
HOWARD L. KUKER

ADDRESS
9200 So. Dadeland Boulevard
Suite 508
Miami, Florida 33156

ARTICLE VI

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) nor more than three (3) Directors at one time.

Article VII

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

Name
BRIAN MARTINO

Address
10561 SW 91 AVENUE
MIAMI, FLORIDA 33176

ARTURO MALDONADO

6797 SW 145 STREET
MIAMI, FLORIDA 33158

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The members of the first Board of Directors shall hold office until the first organizational meeting of the Shareholders and Directors of the Corporation.

Article VIII
INCORPORATORS

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

YVONNE MIRANDA

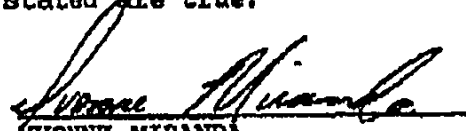
508 Dadeland Towers North
9200 So. Dadeland Boulevard
Miami, Florida 33156

Article IX

COMMENCEMENT DATE

Corporate existence will commence on the filing of these Articles with the Secretary of State.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and acknowledging that the facts herein stated are true.


YVONNE MIRANDA
9200 South Dadeland Blvd.
Suite #508
Miami, Florida 33156

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17th day of March, 1997, by YVONNE MIRANDA who is personally known

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H97000004522

to me and who did not take an oath.

Howard L. Kuker
NOTARY PUBLIC, STATE OF FLORIDA
name:

my commission expires:



Having been named to accept service of process for the above styled corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in said capacity, and agree to comply with the provisions of Florida Statute § 48.091.

DATED: MARCH 17, 1997

Howard L. Kuker
HOWARD L. KUKER, REGISTERED AGENT

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