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August 2, 1997

LeAndrea E. Drum, Esquire  
Fisch, Fisch & Drum, P.A.  
Admiralty Tower- 4400 PGA Blvd.  
Suite 700  
Palm Beach Gardens, FL 33410

Florida Department of State  
Division of Corporations  
Courier Service  
409 E. Gaines St.  
Tallahassee, FL 32399

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Re: Filing Articles of Incorporation for Innovative Industry Solutions, Inc.

Dear Representative:

Pursuant to conversations with your office, enclosed please find two copies of the Articles of Incorporation for Innovative Industry Solutions, Inc., one copy which is to be filed with your office upon receipt and the other copy is to be certified and returned to the above listed address. In addition, a check for the filing fee, designation of registered agent and certified copy in the amount of (\$122.50) has been enclosed.

It is my understanding that you will date stamp and file these upon receipt and return the certified copy in three to four working days to the above listed address. Should you have any questions, please contact me at (561) 627-1116. Thank you for your assistance in filing these articles. I am,

Very truly yours,

  
By: LeAndrea E. Drum

AUG 25

FILED  
97 AUG 25 PM 3:26  
STATE DEPT. OF STATE  
TALLAHASSEE, FLORIDA  
BSB

**ARTICLES OF INCORPORATION  
OF  
INNOVATIVE INDUSTRY SOLUTIONS, INC.**

**FILED**

97 AUG 25 PM 3: 26

STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation shall be Innovative Industry Solutions, Inc.

**ARTICLE II - PRINCIPAL OFFICE & REGISTERED OFFICE AND AGENT**

Its principal and registered office in the State of Florida is to be located at 4400 PGA Boulevard, Suite 700, in the City of Palm Beach Gardens, County of Palm Beach, Florida, 33410. Its registered agent at such address is LeAndrea E. Drum.

**ARTICLE III - PURPOSE**

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

**ARTICLE IV - SHARES**

The total number of shares of stock which this corporation is authorized to issue is One Hundred Thousand (100,000) shares of Common Stock, with one (1) cent Par Value.

The designation, preferences, privileges, and powers and relative, participating, optional, or other special rights and qualifications, limitations, or restrictions of the above class(es) of capital stock shall be as follows:

**A. Common Stock**

1. The holders of Common Stock shall receive, to the extent permitted by, law and to the extent the Board of Directors shall determine such dividends as may be declared from time to time by, the Board of Directors.
2. In the event of involuntary liquidation, dissolution, or winding-up of the Corporation, the holders of the Common Stock shall be entitled to receive such of the remaining assets of the Corporation of whatever kind available for distribution to the extent the Board of Directors shall determine.
3. Except as may be otherwise required by law or by this Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of such stock held by him on all matters voted upon by the stockholders.

## **B. Preemptive Rights**

No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase, or receive any shares of stock of the Corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe to or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time or from time to time be issued, sold, or offered for sale by the Corporation.

## **ARTICLE V - INCORPORATOR**

The name and address of the incorporator is as follows: LeAndrea E. Drum, 4400 PGA Boulevard, Suite 700, Palm Beach Gardens, Florida 33410.

## **ARTICLE VI - CORPORATE EXISTENCE**

The Corporation is to have perpetual existence.

## **ARTICLE VII - LIABILITY OF SHAREHOLDERS**

The private property or assets of the stockholders of the Corporation shall not to any extent whatsoever be subject to the payment of the debts of the Corporation.

## **ARTICLE VIII - INITIAL DIRECTORS**

The name of the initial director having the address of 4400 PGA Boulevard, Suite 700, Palm Beach Gardens, Florida 33410 is: LeAndrea E. Drum.

## **ARTICLE IX - BOARD OF DIRECTORS POWERS**

In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Florida or other statutes or laws of the State of Florida, the Board of Directors is expressly authorized to:

- A. Make, adopt, amend, alter, or repeal the Bylaws of the Corporation:
- B. Authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation:
- C. Set apart out of any funds of the Corporation available for dividends a reserve or reserves for any proper purpose and reduce any such reserve in the manner in which it was created:
- D. Adopt from time to time Bylaw provisions with respect to indemnification of directors, officers, employees, agents, and other persons as it shall deem expedient and in the best interests of the Corporation and to the extent permitted by law.

#### ARTICLE X - ELECTION OF DIRECTORS

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

#### ARTICLE XI - NUMBER OF DIRECTORS

The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. None of the directors need be a stockholder or a resident of the State of Florida.

#### ARTICLE XII - BOARD OF DIRECTORS LIMITED LIABILITY

No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholder, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Sections 607.144 or 607.1645 of the Florida General Corporation Law, (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Twelve shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

#### ARTICLE XIII - CORPORATE RECORDS

The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation, subject to any provision contained in the statutes.

#### ARTICLE XIV - AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provisions herein contained, in the manner now or hereafter prescribed by statute, and all rights, powers, privileges, and discretionary authority granted or conferred herein upon stockholders or directors are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator, does make, file and record this Certificate of Incorporation, does certify that the fact herein stated are true, and, accordingly, has executed, signed and acknowledged this Certificate of Incorporation in Palm Beach Gardens, Florida this 21st day of August, A.D. 1997.

By: 

LeAndrea E. Drum  
Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT & OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Innovative Industry Solutions, Inc.
2. The name and address of the registered agent and office is: Its registered agent is LeAndrea E. Drum, located at 4400 PGA Boulevard, Suite 700, in the City of Palm Beach Gardens, County of Palm Beach, Florida, 33410.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:

  
(Signature) LeAndrea E. Drum

  
(Date)

**FILED**  
97 AUG 25 PM 3:26  
STATE  
PALM BEACH, FLORIDA