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AND PENNSYLVANIA

October 1, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-10/06/97--01136--007
****122.50 ****122.50

RE: INNOVATIVE PLANNING ASSOCIATES, INC.

Dear Sir/Madam:

Enclosed please the original and one copy of the Articles of Incorporation for the above-referenced, as well as our law firm's check in the amount of \$122.50 for filing the Articles of Incorporation: the costs being set forth herein. I am also enclosing a self-addressed, stamped envelope for a copy of the recorded Articles to be sent to us.

Filing Fee:	\$ 35.00
Certified Copy:	52.50
Certificate of Registered Agent:	<u>35.00</u>
Total	<u>\$122.50</u>

Thank you in advance.

FILED
97 OCT -6 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By:

Claudia Liberman

Claudia L. Liberman, Legal Assistant

TM-10/7/97

ARTICLES OF INCORPORATION
OF
INNOVATIVE PLANNING ASSOCIATES, INC.

ARTICLE I

NAME

The name of this corporation is
INNOVATIVE PLANNING ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To engage in the business of investments and sales.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) 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 stock.

ARTICLE IV

TERM OF EXISTENCE

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

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal officer of this corporation is 9101 Baybury Lane, West Palm Beach, Florida 33411. The initial registered agent of this corporation is Martin Baum, with his address at 9101 Baybury Lane, West Palm Beach, Florida 33411. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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 (1). The name and address of the initial Director of this corporation is:

Martin Baum	9101 Baybury Lane
	West Palm Beach, Florida 33411

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII
INCORPORATOR

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

Martin Baum
9101 Baybury Lane
West Palm Beach, Florida 33411

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 29th day of Sept, 1997.



MARTIN BAUM

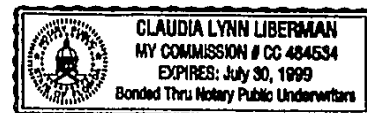
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 29th day of September, 1997, by, who is MARTIN BAUM
personally known to me (or who has produced _____ as
identification) and who did take an oath.

(SEAL)

Claudia Lynn Liberman
Print Name: Claudia Lynn Liberman
Notary Public, State of Florida



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That INNOVATIVE PLANNING ASSOCIATES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of West Palm Beach, County of Palm Beach, State of Florida has named Martin Baum, its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



MARTIN BAUM

FILED
97 OCT -6 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA