

**JOHN H. PELL**  
Certified Public Accountant

*P97000104473*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 11 PM 2:46

December 9, 1997

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

**EFFECTIVE DATE**  
*1-2-98*

800002369028--4  
-12/11/97--01010--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Innovative Exhibits, Inc.

To Whom It May Concern:

- Attached are two sets of articles of incorporation for the above referenced entity.
- Please note that we do not want the incorporation to be effective until January 1998. There is not need to incur additional fees by incorporating in 1997.

Enclosed is a check in the amount of \$122.50 to cover the incorporation fee and the certified copy.

Thank you for your attention to this matter.

Sincerely,

*John H. Pell*  
John H. Pell

CC: Erik Speyer

ARTICLES OF INCORPORATION

OF

INNOVATIVE EXHIBITS, INC.

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ARTICLE I - NAME

The name of this corporation is INNOVATIVE EXHIBITS, INC.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4917 SW 71 PL  
Miami, Florida 33155

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue sixty (60) shares of common stock of One Dollar and 00/100 (\$1.00) par value.

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

ERIK SPEYER  
4917 SW 71 PL  
Miami, Florida, 33155

**ARTICLE VI - DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by the By-Laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII - INITIAL DIRECTORS**

The name and post office addresses of the initial director of this corporation is:

ERIK SPEYER  
4917 SW 71 PL  
Miami, Florida 33155

**ARTICLE VIII - INCORPORATORS**

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

ERIK SPEYER  
4917 SW 71 PL  
Miami, Florida 33155

**ARTICLE IX - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by them at stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE X - EFFECTIVE DATE OF INCORPORATION**

The effective date of incorporation of Innovative Exhibits, Inc.

shall be January<sup>8</sup> 1998.

**ARTICLE XI - 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 issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9 day of December, 1997

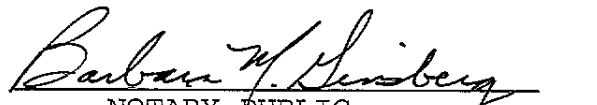


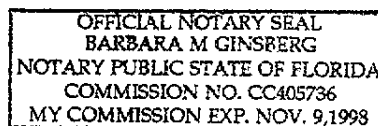
SUBSCRIBER

STATE OF FLORIDA:  
: ss  
COUNTY OF DADE:

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **ERIK SPEYER**, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida this 9 day of December, 1997.

  
NOTARY PUBLIC  
My commission expires: 11/9/98



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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED 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 office/registered agent, in the State of Florida.

1. The name of the corporation is **INNOVATIVE EXHIBITS, INC.**
2. The name and address of the registered agent and office is:

ERIK SPEYER  
4917 SW 71 PL  
Miami, FL 33155

  
\_\_\_\_\_  
ERIK SPEYER

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.

  
\_\_\_\_\_  
ERIK SPEYER  
Date: 9 day of December, 1997