

P97000107132

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

FILED
97 DEC 22 AM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: International Wave Industries, Inc.

(Name of Corporation)

Dear Sir or Madam:

800002377538--2
-12/19/97--01042--001
****175.00 ****175.00

The enclosed Articles of Incorporation and check are submitted to register the above referenced for profit corporation to conduct it's affairs in Florida.

Please return all correspondence concerning this matter to the following:

EFFECTIVE DATE
1-1-98

Earl D. Ratliff

(Name of Person)

International Wave Industries, Inc.

(Firm/Company)

100 W. Pineloch Ave.

(Address)

Orlando, Fl 32806

(City, State and Zip Code)

For further information concerning this matter, please call

Earl D. Ratliff

(407)-858-9256

at

(Area Code and Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

12/29/97
referred
52.50

BC 12/22

ARTICLES OF INCORPORATION
OF

International Wave Industries, Inc.

FILED

97 DEC 22 AM 1:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is International Wave Industries, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

EFFECTIVE DATE

1-1-98

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock without par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of One Hundred Dollars \$100.00, consisting of cash.

ARTICLE SIX

The street address of its initial registered office is 100 W. Pineloch Ave., Orlando, Florida 32806, and the name of its initial registered agent at such address is Earl D. Ratliff. The principal place of business will be at the same address.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Jerry Beavers
846 Plato Avenue
Orlando, Fl. 32809

Earl D. Ratliff
100 Pineloch Avenue
Orlando, Fl. 32806

ARTICLE EIGHT

The Board of Directors is not empowered to make, alter or repeal the Bylaws of the Corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The powers of the incorporators cease upon filing of the Articles of Incorporation.

ARTICLE TEN

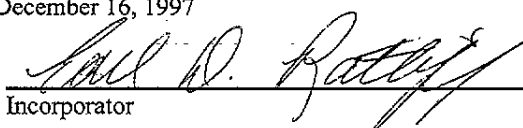
The name and address of each incorporator is:

Earl D. Ratliff
100 Pineloch Avenue
Orlando, Fl. 32806

ARTICLE ELEVEN

The effective date shall be
January 1, 1997.

December 16, 1997


Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned company, 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 company is: International Wave Industries, Inc.
2. The name and address of the registered agent and office is:

Earl D. Ratliff
100 Pineloch Avenue
Orlando, Fl. 32806

Signature

Earl D. Ratliff

Title:

President

Date:

12-16-97

FILED
97 DEC 22 AM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having Been Named as Registered Agent and to Accept Service of Process for the above Stated Company 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.

Signature:

Earl D. Ratliff

Date:

12-16-97