

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000021891

~~INNOVATEK, INC.~~

INNOVATEK ENTERPRISES

WORLDWIDE, INC.

400002446504--5

-03/04/98--01017--009

*****70.00 *****70.00

- ✓ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ____ Cert. Copy _____
- ✓ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR -9 PM 1:15

FILED

98 MAR -4 AM 10:18
DIVISION OF CORPORATION

RECEIVED

98 3-9-98

Signature _____

Requested by AS

3/4/98 9:50

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 4, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: INNOVATEK, INC.
Ref. Number: W98000004823

We have received your document for INNOVATEK, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 998A00011964

Corrected

RECEIVED
MAR -9 AM 10:59
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
INNOVATEK ENTERPRISES-WORLDWIDE, INC.

FILED
98 MAR -9 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation is:

INNOVATEK ENTERPRISES WORLDWIDE, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation is authorized to perform any and all lawful acts permitted by the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Dollar (\$1.00) par value voting common stock.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall begin existence when these articles are duly filed and it shall exist perpetually thereafter.

ARTICLE V. ADDRESS

The initial registered address of the principal office of this corporation in the State of Florida is 4811 Beach Boulevard, Suite 200, Jacksonville, Florida 32207. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, pursuant to by-laws adopted by the directors, but shall never be less than one (1), nor more than five (5) in number. The name and address of the member of the first Board of Directors is:

Ailish O'Connor
4811 Beach Boulevard, Suite 200
Jacksonville, Florida 32207

ARTICLE VII. REGISTERED AGENT

The name and street address of the initial registered agent of this corporation, upon whom service of process may be made, are as follows:

Ailish O'Connor
4811 Beach Boulevard, Suite 200
Jacksonville, Florida 32207

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Ailish O'Connor
4811 Beach Boulevard, Suite 200
Jacksonville, Florida 32207

ARTICLE IX. AMENDMENTS

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

2. The initial by-laws of this corporation shall be adopted by the board of directors. The by-laws may be amended from time to time as provided therein.

3. Ownership of stock shall not be required to make any person eligible to serve either as an officer or director of this corporation.


4. Any subscriber or shareholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board of directors shall conclusively be deemed to have received proper notice of such

meeting unless he or she shall make objection at such meeting to any defect or insufficiency of notice.

5. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse any director, officer or employee for the reasonable costs of settlement or any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under by-law, agreement, vote of shareholders or otherwise.



Ailish O'Connor

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

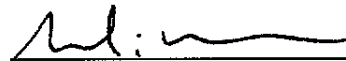
In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

INNOVATEK ENTERPRISES WORLDWIDE, INC.

First, that INNOVATEK ENTERPRISES WORLDWIDE, INC., desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at City of
Jacksonville, County of Duval, State of Florida, has named Ailish
O'Connor, 4811 Beach Boulevard, Suite 200, Jacksonville, Florida
32207, as 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 provisions of said Act relative to keeping
open said office.



Ailish O'Connor
Registered Agent

FILED
98 MAR -9 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA