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Investigators:
Ronald H. Jordan
Frank Martelli
Allen H. McCreight
Brooke D. Roberts
Alfred W. Scudieri

November 12, 1998

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Articles of Incorporation of Innovative Marketing of America, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation of Innovative Marketing of America, Inc. together with the original and one copy of the Statement of Registered Agent Accepting Appointment of Registered Agent And Designation of Registered Office. Also enclosed is this firm's check in the amount of \$78.75 representing the filing fee for the above-referenced Articles of Incorporation. Please provide me with a Certificate of Incorporation as soon as possible.

Very truly yours,


John R. Newcomer, Jr.

JRN/pt
Enclosures
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

85-62-11
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ARTICLES OF INCORPORATION
OF
INNOVATIVE MARKETING OF AMERICA, INC.

The undersigned subscribers, being natural persons competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be:

INNOVATIVE MARKETING OF AMERICA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE TWO

This corporation shall have perpetual existence unless sooner dissolved according to law and shall commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of manufacturing and selling entertainment products and all things subsidiary, necessary, ancillary, and necessary, or convenient for carrying out and into effect the purposes and objects of the corporation, and in respect thereto, and to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States, including but not limited to the following:

- a. To purchase or otherwise acquire letters patents, copyrights, trademarks, concessions, licenses, inventions rights, franchises, and privileges, subject to royalty or otherwise

and whether exclusive, non-exclusive or limited, or any part interest in any of the above-enumerated rights whether in the United States or in any other part of the world; to sell, let or grant any of said rights, belonging to the corporation, or which it may let or grant any of said rights belonging to the corporation, or which it may acquire, or any interest in the same; and to register any patent or patents, for any invention or inventions, or any copyrights or trademarks, any concessions, monopolies, franchises, or other right or privileges either in the United States or in any other part of the world.

b. To manufacture, fabricate, process, deal in, install, store, handle, transport, export, import or otherwise handle any and all goods, materials, appurtenances and processes useful in, necessary for, or convenient in the conducting of the business of the corporation, or of any subsidiary agency or client thereof.

c. To buy, sell, exchange and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, and contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the goodwill, stock rights and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; to draw, make, accept, endorse, discount, execute,

and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments or obligations of the corporation, from time to time for any of the operations without restriction of limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any state district, territory, colony or foreign country; and to act as agent or broker for any other person, firm or corporation in doing any and all acts described herein.

d. To purchase equities, mortgages, installment sales contracts, notes, drafts, acceptances and commercial paper of every kind and description, including accounts receivable, of other persons, firms or corporations; to hold, collect and otherwise use the same for the benefit of the corporation; and to sell or otherwise dispose of the same.

e. To operate, conduct and carry on other businesses which may be purchased or otherwise acquired by the corporation, or to lease or rent the same to any other person, firm or corporation, during such period of time as the corporation may own such business or businesses, in order to prevent depreciation in the value of such business or businesses prior to sale or other disposition of the same by the corporation.

f. To purchase, subscribe for, hold, pledge, transfer, sell or otherwise dispose of or deal in shares of capital stock of corporations, including this corporation, bonds, debentures, notes, or other securities or evidences of indebtedness or any private or public corporation, to do any other act or thing permitted by law for the preservation, protection, improvements, or enhancement of the value of such shares of stock, bonds, debentures, notes or other securities or evidences of indebtedness including the right to vote thereon, and respecting any of the enumerated times to exercise any and all rights and privileges of ownership thereof

g. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein in any and all ventures, so far as the same are permissible by law, and selling or otherwise disposing of such investments, or any part thereof, or interest therein.

h. To engage in the brokerage business, on behalf of itself or others, including but not limited to the business and professions of real estate, securities, insurance and mortgage and to do any and all business which may be delegated to agents or brokers by principals and to conduct and operate general agency and brokerage business of every kind and description.

i. To do all things which are lawful under the Laws of the State of Florida, which are necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or attainment of any or all of the objects of the corporation or incidental to the powers herein named which shall at any time appear conducive or expedient for the protection or benefit of the corporation either as holder of or interested in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations.

j. For the accomplishment of any object on or about its business or affairs, to incur debts without limit, and to raise, borrow and secure the payment of money in any lawful manner.

k. The powers specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of

the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another; although it be of like nature not expressed.

ARTICLE FOUR

This corporation is authorized to issue 10,000 shares of stock with a 1¢ par value. Said common stock shall be designated "Common Stock." Such shares shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

ARTICLE FIVE

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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

The street address of the initial principal office of this corporation is 10022 Country Carriage Circle, Riverview, Florida 33569, and the name of the initial registered agent of this corporation is Trudy L. Ruiz, whose post office address and mailing address is 10022 Country Carriage Circle, Riverview, Florida 33569.

ARTICLE SEVEN

This corporation shall have four director(s) initially. The number of directors may be

increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Tom McKeon	11122 137th Street North Largo, Florida 33774
Bubba The Love Sponge Clem	3935 106th Avenue North Clearwater, Florida 33762
Henry Ruiz, a/k/a Tedd Webb	10022 Country Carriage Circle Riverview, Florida 33569
Tracy McKeon	11122 137th Street North Largo, Florida 33774

ARTICLE EIGHT

The name and street address of the officers of this corporation who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until his successor is elected and has qualified are:

<u>NAME and OFFICE</u>	<u>STREET ADDRESS</u>
Trudy Ruiz, President	10022 Country Carriage Circle Riverview, Florida 33569
Tom Kitkowski, Vice President	7310 Temple Terrace Highway Temple Terrace, Florida 33617
Curtis Holmes, Secretary and Treasurer	1605 S. Missouri Avenue Clearwater, Florida 34616

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE THIRTEEN

The name of the person signing these Articles of Incorporation as incorporator is Trudy L. Ruiz.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on the 9th day of November, 1998.



TRUDY RUIZ

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this the 9th day of
November, 1998.



NOTARY PUBLIC, State of Florida

My Commission Expires:



Alfred W. Scudieri
MY COMMISSION # CC484742 EXPIRES
July 30, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

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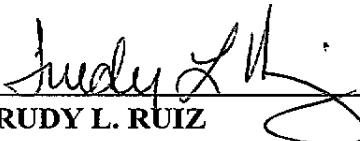
**STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT OF
REGISTERED AGENT AND DESIGNATION OF REGISTERED OFFICE**

In pursuance of Section 48.091 and 607.034, Fla. Stats. 1983, the following is submitted in compliance with said Act:

First, **INNOVATIVE MARKETING OF AMERICA, INC.**, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Riverview, County of Hillsborough, State of Florida, has named **TRUDY L. RUIZ**, whose address is **10022 Country Carriage Circle, Riverview, Florida 33569**, County of Hillsborough, as its Registered Agent.

ACKNOWLEDGMENT:

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 to act as registered agent and agree to comply with the provisions of the above-referenced act. I am familiar with and accept the obligations of the position of Registered Agent.

By: 
TRUDY L. RUIZ
(Registered Agent)

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TALLAHASSEE, FLORIDA