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5/3/99

Division of Corporations

P.O. Box 6327

Tallahassee, Fl. 32314

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-05/05/99--01046--008

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

Division of Corporations:

Enclosed please find the Articles of incorporation for SPS Innovative Concepts, Inc., a new Florida Corporation. The corporation does not need a certified copy or a certificate. Please return a date stamped copy to me at the above address. Enclosed please find a check for \$70 for the filing fee.

Thank you very much.

Sincerely,

David Silverman, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -5 AM 10:09

RE Division MAY 10 1999

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: _____

SPS Innovative Concepts, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -5 AM 10:09

ARTICLE II PRINCIPAL OFFICE

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

204 Magellan Dr.
Kissimmee, Fla. 34758

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Louis Romani
204 Magellan Dr.
Kissimmee, Fla. 34758

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Louis Romani
204 Magellan Dr.
Kissimmee, Fla. 34758

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

29TH day of April, 19 99.



signature

Notarization is not required.

ARTICLE VI DIRECTOR(S) OFFICER(S) SHAREHOLDER(S)

The name(s) and street address(es) of the director(s) are:

Louis Romani
204 Magellan Dr.
Kissimmee, Fla. 34758

The name(s) and street addresses of the officer(s) are:

Louis Romani, President
204 Magellan Dr.
Kissimmee, Fla. 34758

Wendy Ann Romani, V. Pres. and Secretary
204 Magellan Dr.
Kissimmee, Fla. 34758

The name(s) and street addresses of the shareholder(s) are:

Louis Romani (100 shares)
204 Magellan Dr.
Kissimmee, Fla. 34758

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -5 AM 10:09

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.

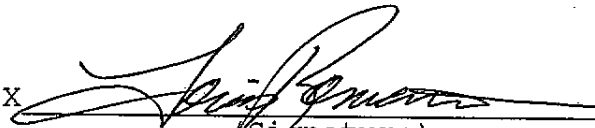
1. The name of the corporation is:

SPS Innovative Concepts, Inc.

2. The name and address of the registered agent and office is:

Louis Romani, President
204 Magellan Dr.
Kissimmee, Fla. 34758

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.

X 
(Signature)

4-29-99
(Date)

Notarization is not required.

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL. 32314