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FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN -3 AM 9:49

KEITH T. GRUMER  
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June 1, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Innovative Performance, Inc.

Dear Sir or Madam:

300002894363--4  
-06/03/99--01071--015  
\*\*\*\*122.50 \*\*\*\*\*78.75

Enclosed with this letter is an original and one copy of the Articles of Incorporation for Innovative Performance, Inc. to be filed with the Division of Corporations, together with the check representing the filing fee of \$122.50.

Please stamp/certify the copy of the Articles and return it to this office in the enclosed self addressed stamped envelope.

Thank you for your courtesy and cooperation to this matter. Should you have any further questions or comments, please do not hesitate to contact me. I remain,

Sincerely yours,



KEITH T. GRUMER

KTG:kag  
Enclosures: Articles of Incorporation,  
Check, Envelope

BROWARD JUN - 8 1999

**ARTICLES OF INCORPORATION**

**OF**

**INNOVATIVE PERFORMANCE, INC.,  
A Florida Corporation**

SECRETARY OF STATE  
DIVISION OF CORPORATE  
99 JUN -3 AM 9:19

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I  
CORPORATE NAME**

The name of the corporation is:

**INNOVATIVE PERFORMANCE, INC.,  
A Florida Corporation**

**ARTICLE II  
CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS**

Innovative Performance, Inc., a Florida corporation shall have its corporate office at 6855 N. Waterway Drive, Miami, Florida 33155, Florida and the same address shall serve as its mailing address.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 10,000 shares of one class of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V  
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE VI  
EXISTENCE**

The Corporation shall have a perpetual existence, unless sooner dissolved according to the law.

**ARTICLE VII  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: KEITH T. GRUMER, ESQ.

INITIAL REGISTERED OFFICE: GRUMER & LEVIN, P.A.  
One East Broward Boulevard  
Suite 1705  
Ft. Lauderdale, Florida 33301

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on behalf of the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

KEITH T. GRUMER, ESQ.  
REGISTERED AGENT

  
KEITH T. GRUMER, ESQUIRE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
64-6 171 6-1007 66  
JUN 9 1969

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the Initial Board of Directors of the Corporation is one. The number of Directors may be increased or decreased from time to time, by the By-Laws adopted by the Shareholders, but shall never be less than one (1) nor more than seven (7).

**ARTICLE IX  
INITIAL DIRECTORS**

The name and address of the member(s) of the Initial Board of Directors are:

Richard Rodriguez  
6855 N. Waterway Drive  
Miami, Florida 33155

Neisy Nunez  
6855 N. Waterway Drive  
Miami, Florida 33155

**ARTICLE X  
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a singular Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE XI  
INCORPORATOR**

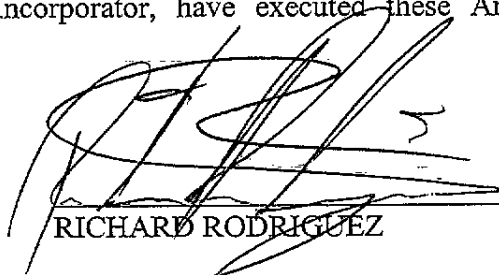
The name and address of the Incorporator executing these Articles of Incorporation is:

Richard Rodriguez  
6855 N. Waterway Drive  
Miami, Florida 33155

**ARTICLE XII  
AMENDMENT OF ARTICLES**

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.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 24 day of May, 1999.

  
\_\_\_\_\_  
RICHARD RODRIGUEZ

STATE OF FLORIDA:

:ss

COUNTY OF DADE :

BEFORE ME, the undersigned authority, an Officer duly qualified to administer oaths and take acknowledgments in the State and County aforesaid, personally RICHARD RODRIGUEZ appeared to me known to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purposes therein expressed.

WITNESS my hand and Official Seal in Miami, Dade County, Florida this 24 day of May, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLA.

My Commission Expires:

