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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

HELP INNOVATIONS ACQUISITIONS CORP.

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ARTICLES OF INCORPORATION
OF
HELP Innovations Acquisition Corp.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HELP Innovations Acquisition Corp.

The address of the principal office of this corporation shall be 1903 South Congress Avenue, Suite 400, Boynton Beach, FL 33426, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1903 South Congress Avenue, Suite 400, Boynton Beach, FL 33426, and the name of the initial registered agent of the corporation at that address is Daniel W. Bivins, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

John Haines Director	1903 South Congress Avenue, Suite 400 Boynton Beach, FL 33426
Linda Roman Director	1311 Wakarusa Drive, Suite 2200 Lawrence, KS 66049
Paul Pershes Director	1903 South Congress Avenue, Suite 400 Boynton Beach, FL 33426

ARTICLE VII. INCORPORATOR

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

Daniel W. Bivins, Jr.
1903 South Congress Avenue, Suite 400
Boynton Beach, FL 33426

The undersigned incorporator has executed these Articles of Incorporation on

November 10, 1999.



Its Incorporator, Daniel W. Bivins, Jr.

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE
ARTICLES OF INCORPORATION

Daniel W. Bivins, Jr., an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

HELP Innovations Acquisition Corp.

Daniel W. Bivins, Jr., is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



DANIEL W. BIVINS, JR.

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