

P00000036441

Charles J. Goldman, P.A.

601 SOUTH FEDERAL HIGHWAY
HOLLYWOOD, FLORIDA 33020

BROWARD: (954) 920-1986
FAX: (954) 929-2440

March 23, 2000

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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-03/27/00--01108--005
*****70.00 *****70.00

Re: Ingber Financial Group, Inc.

Dear Sir or Madame:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and return one copy to my office.

I am enclosing my check for \$70.00 covering:

\$35.00 Filing Fee

35.00 Certificate Designating Registered Agent

Very truly yours,

CHARLES J. GOLDMAN

CJG/ja

Enclosures

2555

6000-8685

FILED
00 APR 11 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

471



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 31, 2000

CHARLES J. GOLDMAN, P.A.
601 SOUTH FEDERAL HIGHWAY
HOLLYWOOD, FL 33020

SUBJECT: INGBER FINANCIAL GROUP, INC.
Ref. Number: W00000008685

We have received your document for INGBER FINANCIAL GROUP, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 400A00017847

**ARTICLES OF INCORPORATION
OF
INGBER FINANCIAL GROUP, INC.**

I, THE UNDERSIGNED, hereby establish myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

INGBER FINANCIAL GROUP, INC.

ARTICLE II - PURPOSE

The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and 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 FIVE HUNDRED (500) SHARES having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV - CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

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TALLAHASSEE, FLORIDA

ARTICLE V - DURATION

The corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The initial street address of the corporation's principal office is:

1650 SE 17th Street, Suite 301
Fort Lauderdale, Florida 33316

ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

The corporation shall be a close corporation within the meaning of, and governed by, the Florida Close Corporation Act. The business of the corporation shall be managed by its shareholders pursuant to Chapter 607 of the Florida Statutes.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The names and addresses of the Directors are:

Mark Ingber
1650 SE 17th Street, Suite 301
Fort Lauderdale, Florida 33316

ARTICLE IX - SUBSCRIBERS

The name and address of each person signing these Articles of Incorporation as a subscriber is:

CHARLES J. GOLDMAN
601 S. Federal Highway
Hollywood, Florida 33020

ARTICLE X - DISSOLUTION

The corporation may be dissolved at any time by: (1) unanimous written consent of the shareholders; (2) on the affirmative vote of

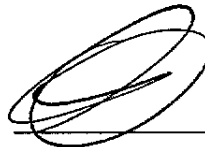
the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XI - REGISTERED AGENT

The name and address of the Registered Agent is:

CHARLES J. GOLDMAN, P.A.
601 S. FEDERAL HIGHWAY
HOLLYWOOD, FLORIDA 33020

IN WITNESS WHEREOF, I, the undersigned subscriber of this Corporation, have executed these Articles of Incorporation at Hollywood, Broward County, Florida, on this 23 day of March, 2000.



CHARLES J. GOLDMAN, Subscriber

STATE OF FLORIDA)

) SS:

COUNTY OF BROWARD)

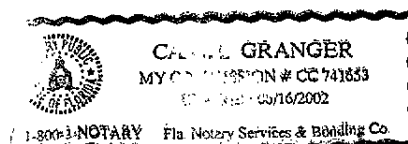
BEFORE ME, this day, personally appeared CHARLES J. GOLDMAN,

to me well known and known to me to be the person described in the foregoing Articles of Incorporation of INGBER FINANCIAL GROUP, INC., and he acknowledged before me that he executed the same for the purposes therein expressed.

Carol Granger

NOTARY PUBLIC

My commission expires:

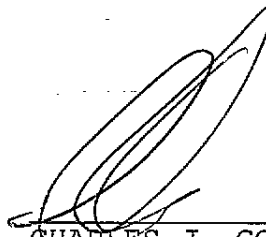


**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

FIRST that INGBER FINANCIAL GROUP, INC., desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business at 1650 SE 17th STREET, Suite 301,
Fort Lauderdale, Florida 33316, has named CHARLES J.
GOLDMAN, P.A., located at 601 S. Federal Highway, Hollywood,
Florida 33020, as its agent to accept service of process in this
State.

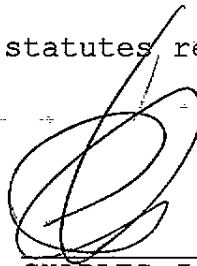
Dated: April 3, 2000



CHARLES J. GOLDMAN
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above
named corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
performance of my duties.



CHARLES J. GOLDMAN, P.A.