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K.S.C

KIND SELMAN CLAIRE

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

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Edward L. Kind, P.A.
Richard M. Selman, P.A.*
Robert I. Claire, P.A.**

* Also Admitted in New Jersey
** Certified Public Accountant

August 23, 2000

FEDERAL EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
00 AUG 25 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RE: Articles of Incorporation
INTERNATIONAL ORGANIZATION FOR PERSONS WITH
DISABILITIES, INC.**

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is a check in the amount of \$78.75 for filing fees as follows for the corporation.

Filing Fees \$ 35.00
Cert. copy 8.75
Reg. Agent 35.00
Amount \$ 78.75

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-08/25/00--01041--012
*****78.75 *****78.75

Your expediency in returning these filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

Robert I. Claire, Esq.

RIC/cg
Enclosures/check

R. CHESSER AUG 30 2000

ARTICLES OF INCORPORATION
OF
INTERNATIONAL ORGANIZATION FOR PERSONS
WITH DISABILITIES, INC.

FILED
00 AUG 25 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

INTERNATIONAL ORGANIZATION FOR PERSONS
WITH DISABILITIES, INC.
5180 West Atlantic Avenue, Suite 120
Delray Beach, FL 33484

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

- A. To provide product and services to persons with disabilities.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Ten Million (10,000,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Cent (\$.01) per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

Stanley Newman	7787 Villa Nova Drive Boca Raton, FL 33433
Casey Gunnell	2240 NW 23 rd Way Boca Raton, FL 33431
Ed Machek	6507 Senegal Palm Way Apollo Beach, FL 33470
Nina S. Newman	7787 Villa Nova Drive Boca Raton, FL 33433

ARTICLE VII
OFFICERS

The names and addresses of each initial officer is as follows:

Casey Gunnell President	2240 NW 23 rd Way Boca Raton, FL 33431
Ed Machek, Vice President	6507 Senegal Palm Way Apollo Beach, FL 33470
Nina S. Newman Secretary and Treasurer	7787 Villa Nova Drive Boca Raton, FL 33433

ARTICLE VIII
INCORPORATORS

The name and address of each Incorporator is as follows:

Stanley Newman	7787 Villa Nova Drive Boca Raton, FL 33433
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ARTICLE IX

AMENDMENT

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

FILED
00 AUG 25 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the
24th day of August, 2000.

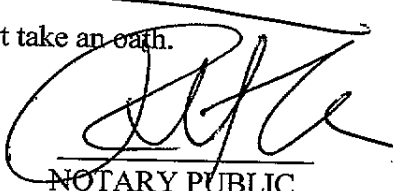

Stanley Newman

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24th day of August, 2000
by Stanley Newman, who is personally known to me or who has produced _____
identification and who did/did not take an oath.

My commission expires:


NOTARY PUBLIC




Robert Claire
MY COMMISSION # CC630247 EXPIRES
March 27, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

00 AUG 25 09 AM 8 30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of
INTERNATIONAL ORGANIZATION FOR PERSONS WITH DISABILITIES, INC. which
is contained in the foregoing Articles of Incorporation.

DATED this 24th day of August, 2000.


Robert I. Claire
Registered Agent