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3271 N. W. 59th Street
Boca Raton, Florida 33496
September 20, 2000

Florida Department of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32301

FILED
00 SEP 25 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Investors Professional Group, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of Investors Professional Group, Inc.

In addition, enclosed please find this firm's check in the amount of \$87.50, which represents payment in full for the filing of the Article of Incorporation, the certified copy, and the certificate of status.

Upon the filing of the same, please return to this office a certified copy and the certificate of status in the enclosed stamped, self-addressed envelope.

Thank you for your assistance in this matter. Should you have any questions regarding the foregoing documents, please do not hesitate to contact me.

Sincerely, 800003403278--1
-09/26/00--01004--004
*****87.50 *****87.50

Susan M. Weinberg

Susan M. Weinberg

*JSB
9/26*

**ARTICLES OF INCORPORATION
OF
INVESTORS PROFESSIONAL GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Investors Professional Group, Inc., (hereinafter, "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3271 N.W. 59th. Street, Boca Raton, Florida 33496, and the mailing address are the same.

ARTICLE III - PURPOSE OF CORPORATION

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

ARTICLE IV - DURATION

The corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator of this Corporation is

Louis B. Witonsky, M.D.
3271 Harrington Drive
Boca Raton, Florida 33496

ARTICLE VI - OFFICERS

The officers of the Corporation shall be:

President:	Louis B. Witonsky, M.D.
Vice President:	Susan M. Weinberg, Esq.
Treasurer:	Rebecca B. Witonsky.
Secretary:	Susan M Weinberg, Esq.

ARTICLE VII - DIRECTORS

The Corporation shall have four directors initially. The names of the initial Directors of the Corporation will be Louis B. Witonsky, M.D., and Susan M. Weinberg, Esq., Rebecca B. Witonsky, and Jason A. Witonsky.

ARTICLE VIII - CORPORATE CAPITALIZATION

This Corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated " Common Shares."

ARTICLE IX - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in the Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such Election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code, as amended.
- 8.3 Once the Corporation has elected to be an S Corporation, each share of Stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

**ARTICLE X - REGISTERED OFFICE AND
REGISTERED AGENT**

The initial address of the registered office of this Corporation is at 3271 N.W. 59th Street, Boca Raton, Florida 33496.

The name and address of the registered agent of this Corporation is Susan M. Weinberg, Esq. located at 3271 Harrington Drive, Boca Raton, Florida 33496

ARTICLE XI - BY-LAWS

The By-laws of this Corporation may be adopted, altered, amended, or repealed by either the Stockholders or Directors.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer, Director, Incorporator or any former Officer or Director, to the full extent permitted by law.


ARTICLE XIII - PREEMPTIVE RIGHTS

Every stockholder, eligible to be a shareholder of the Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIV - AMENDMENT

This Corporation reserves the right to amend or repeal any provision 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, the undersigned has executed these Articles of Incorporation this 20th day of September, 2000.


Louis B. Witonsky, M.D.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named to accept Service of Process for the above named Corporation, at the place designated in Article X of these Articles of Incorporation, the undersigned individual agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relevant to the proper and complete discharge of her duties.

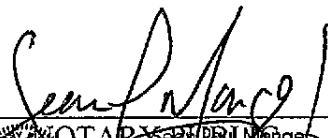
DATED this 20 day of September, 2000.

By Susan M. Weinberg
Susan M. Weinberg, Esq.
(Registered Agent)

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss:

Before me, a Notary Public, authorized in the State and County set forth above, personally appeared Louis B. Witonsky, M.D., personally known to me or known by identification, and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of Investors Professional Group, Inc., and he did /did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 20 day of September, 2000.



NOTARY PUBLIC
MY COMMISSION # CC885132 EXPIRES
November 2, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

PRINT NAME OF NOTARY PUBLIC

My Commission Expires November 2, 2003
MY COMMISSION # CC885132 EXPIRES
November 2, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Personally Known _____ or
Identification Produced FOL #W352 522 45 172 D

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TALLAHASSEE, FLORIDA