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**Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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**To:**

Division of Corporations

Fax Number : (850)205-0381

**From:**

Account Name : ROSILLO & ASSOCIATES, P.A.

Account Number : I19990000127

Phone : (305)477-5671

Fax Number : (305)477-2640

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**The I.R. Capital Corp. USA**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

**ARTICLES OF INCORPORATION  
OF  
The I.R. Capital Corp. USA**

I, the undersigned, being of sound mind and of legal age, do hereby agree for myself to become a corporation for profit under the laws of the State of Florida, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by such laws on corporations organized pursuant to the provisions thereof, and do hereby make, subscribe, acknowledge and agree to file these articles of incorporation as follows:

**ARTICLE I - NAME**

The name of this corporation shall be The I.R. Capital Corp. USA

**ARTICLE II - DURATION**

This corporation shall have perpetual existence. The corporation's existence shall commence on the date of acknowledgement by the Secretary of State.

**ARTICLE III - PURPOSE**

The general nature of the business to be transacted by this corporation is to include any and all lawful business or activities permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV - STOCK**

The total number of shares of capital stock which this corporation shall be authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class of common stock and shall have a par value of one (\$1.00) dollar.

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds shall have the right to purchase his pro-rata share thereof as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others.

**ARTICLE VI - INITIAL OFFICE**

The street address of the initial office of this corporation shall be:

5601 NW 15 Avenue  
Ft. Lauderdale, FL 33309

**ARTICLE VII - INITIAL REGISTERED AGENT**

The street address of the initial registered office of this corporation is

8600 N.W. 53 Terrace, Suite 201  
Miami, FL 33166

and the name of the initial registered agent at that address is:

Francisco Rosillo

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The number of director(s) may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name(s) and address(es) of the initial director of this corporation is(are): Izhak Rogowski, 5601 NW 15 Avenue, Ft. Lauderdale, FL 33309.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles of incorporation is:

Izhak Rogowski  
5601 NW 15 Avenue  
Ft. Lauderdale, FL 33309

ARTICLE X - AMENDMENT

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 hereof, the undersigned subscriber has executed these articles of incorporation on this  
3 day of AUGUST 2001.

  
Izhak Rogowski

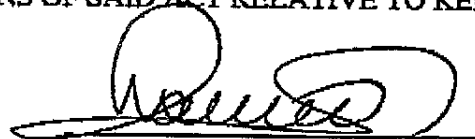
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENCY UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act that The I.R. Capital Corp. USA., desiring to organize under the laws of the state of Florida, with its registered office as indicated in these articles of incorporation has named Francisco Rosillo, as its agent to accept service of process within this state, whose address is:

8600 N.W. 53 Terrace, Suite 201  
Miami, FL 33166

**ACKNOWLEDGMENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.



Francisco Rosillo

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TALLAHASSEE, FLORIDA