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TALLAHASSEE, FLORIDA

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LAW OFFICES  
**ALAN E.  
GREENFIELD**, A Professional Association

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Roy R. Lustig, Esq.  
Of Counsel

March 24, 2003

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
Room 2001, The Capitol  
Tallahassee, FL 32301

Re: IACR HOLDING, INC.

Dear Sir/Madam:

Please find enclosed the original and one copy of the fully executed Articles of Incorporation of IACR HOLDING, INC., together with my check payable to your order in the sum of \$70.00 to cover the cost of filing the Articles and the registered agent's fee.

As usual, thanks for your prompt and efficient service.

Very truly yours,



ALAN E. GREENFIELD

encls: (as stated)

**ARTICLES OF INCORPORATION  
OF  
IACR HOLDING, INC.**

**ARTICLE I**

**NAME:** The name of this corporation is: **IACR HOLDING, INC.**

**ARTICLE II**

**COMMENCEMENT OF EXISTENCE:** This corporation shall commence to exist on the date filed with the Secretary of State.

**ARTICLE III**

**PURPOSE:** This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK:** This corporation is authorized to issue 100 shares of \$5.00 par value common stock, which shall be the only class of shares authorized at this time.

**ARTICLE V**

**PRE-EMPTIVE RIGHTS:** Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, or class of service as that which he already holds, shall have the right to purchase his 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.

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**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT:** The street address of the principal office of this corporation is 15105 NW 77th Avenue, Suite 303, Miami Lakes, FL 33014. The name of the initial registered office and initial registered agent of this corporation is: **ALAN E. GREENFIELD, Esq.**, 15105 NW 77th Avenue, Suite 303, Miami Lakes, FL 33014.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS AND OFFICERS:** This corporation shall initially have no less than one (1) nor more than seven (7) directors. The name and address of the initial director and officer is: Alan E. Greenfield, Esq.- President and Secretary.

**ARTICLE VIII**

**INCORPORATOR:** The names and address of the person signing these Articles of Incorporation, as an incorporator is: **Alan E. Greenfield, Esq.**, 15105 NW 77th Avenue, Suite #303, Miami Lakes, Florida 33014

**ARTICLE IX**

**INDEMNIFICATION:** The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**IN WITNESS WHEREOF,** the undersigned subscribed have executed these Articles of Incorporation, this 24th day of March, 2003.

  
**ALAN E. GREENFIELD, ESQ.**

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF MIAMI-DADE        )

BEFORE ME, the undersigned authority, personally appeared Alan E. Greenfield, to me well known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this  
24 day of March, 2003.



Mohamad J Elannan  
My Commission CC955078  
Expires July 16, 2004

Mohamad J Elannan  
NOTARY PUBLIC, STATE OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH  
PROCESS MAY BE MADE.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that **IACR HOLDING, INC.**, with its principal office located at 15105 NW 77th Avenue, Suite 303, Miami Lakes, Florida 33014 has named **ALAN E. GREENFIELD, ESQ.**, located at 15105 NW 77th Avenue, Suite 303, Miami Lakes, Florida 33014, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designate in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act.

  
**ALAN E. GREENFIELD**  
Registered and Resident Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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