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CIVIL RIGHTS DIVISION

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MONROE D. KIAR
Attorney at Law

Andre S. Parke, Associate
Martin D. Kiar, Associate

Family Law
Civil Law & Litigation
Bankruptcy Practice
Admitted to Florida and New York Bar
Supreme Court Certified Family Mediator

6191 SW 45th Street
Suite 6151A
Davie, Florida 33314
Phone: (954) 584-9770
Facsimile: (954) 584-9723

March 15, 2005

Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

RE: IACI Group, Inc.

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for IACI Group, Inc. Also enclosed is our check in the amount of \$78.75 to cover the cost of filing and the cost of the certified copy.

If you have any questions, please do not hesitate to contact me.

Very truly yours


MONROE D. KIAR

MDK/gmv
enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 29, 2005

MONROE D. KIAR, ATTY.
6191 S.W. 45TH STREET, SUITE 6151A
DAVIE, FL 33314

SUBJECT: IACI GROUP, INC.
Ref. Number: W05000015994

We have received your document for IACI GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as incorporator in the document and the person signing as incorporator must be the same.

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) 245-6921.

Maryanne Dickey
Document Specialist Supervisor
New Filing Section

Letter Number: 105A00021305

ARTICLES OF INCORPORATION

OF

IACI GROUP, INC.

A FLORIDA CORPORATION

ARTICLE ONE. NAME

The name of the corporation is: IACI GROUP, INC.

ARTICLE TWO. DURATION

The corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida and shall exist perpetually thereafter until dissolved according to law.

ARTICLE THREE. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR. STATED CAPITAL

The corporation is authorized to issue 5,000 shares of common stock, all at one class, at ONE DOLLAR (\$1.00) par value.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE FIVE. BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and

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TALLAHASSEE, FLORIDA

affairs of the corporation shall be managed under the direction of, the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one (1) director initially.

The names and street addresses of the initial directors who shall hold office until the successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

Name

Address

Jerry V. Robbins

57 Edgemere Avenue
Greenwood, NY 10925

ARTICLE SIX. INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE SEVEN. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the shareholders if the shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE EIGHT. AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or any special meeting of the stockholders called for that purpose.

ARTICLE NINE. INCORPORATORS

The names and addresses of the Incorporators to these Articles of Incorporation are:

Name

Address

Jerry V. Robbins

57 Edgemere Avenue
Greenwood, NY 10925

ARTICLE TEN. OFFICERS

The Officers of the corporation shall be a president, vice president, secretary, and treasurer and such other officers as may be provided in the Bylaws.

The names and addresses of the persons who are to serve as officers of the corporation at the time of this filing are:

PRESIDENT

Jerry V. Robbins
57 Edgemere Avenue
Greenwood Lake, NY 10925

VICE PRESIDENT

Jerry V. Robbins
57 Edgemere Avenue
Greenwood Lake, NY 10925

SECRETARY

Jerry V. Robbins
57 Edgemere Avenue
Greenwood Lake, NY 10925

TREASURER

Jerry V. Robbins
57 Edgemere Avenue
Greenwood, NY 10925

The directors of the corporation are the representatives named in Article Five.

ARTICLE ELEVEN. DISSOLUTION

In the event of dissolution, the residual assets of corporation will be turned over to the shareholders in proportion to the number of shares held on the date of dissolution.

ARTICLE TWELVE. DESIGNATION OF REGISTERED

AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation, principal address and mailing address is:

IACI Group, Inc.
6191 SW 45th Street, Suite 6151A
Davie, Florida 33314

2. The name and address of the registered agent and office :
(The mailing address shall be the same as the registered agent address.)

Monroe D. Kiar
6191 SW 45th Street
Suite 6151A
Davie, Florida 33314

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Monroe D. Kiar
(Registered Agent)

DATE:

3/15/05

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 15 day of March, 2005.

Signature of Incorporators

Jerry V. Robbins
JERRY V. ROBBINS

STATE OF FLORIDA

COUNTY OF BROWARD

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared GERALD V. ROBBINS and MONROE D. KIAR, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 15 day of March, 2005.

Gail M. Vaughn
Notary Public, State of Florida, at Large.

My Commission Expires:



Gail M. Vaughn
My Commission DD218877
Expires May 28, 2007