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Florida Department of State

Division of Corporations

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ARTICLES OF INCORPORATION

OF

IRIECARD MANAGEMENT CONSULTANTS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges, and files with the Department of State the following Articles of Incorporation.

ARTICLE - I

The name of this corporation shall be IRIECARD MANAGEMENT CONSULTANTS, INC.

ARTICLE II - COMMENCEMENT AND TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal place of business or mailing address of this corporation shall be :

3801 Biscayne Boulevard, Suite 300
 Miami, Florida 33137

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

Keith L. Brandon
 Attorney at law
 Florida Bar Number 324965
 5825 Sunset Drive, Suite 304
 South Miami, FL 33143-5222
 Telephone: (305) 662-1083

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ARTICLE V - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to issue is ONE HUNDRED THOUSAND (100,000) shares all of which shall be Common Shares having no par value. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED AGENT

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

3801 Biscayne Boulevard, Suite 300
Miami, Florida 33137

and the initial registered agent of this corporation at such office shall be KEVIN M. COY who, upon accepting this designation agrees to comply with the provisions of Sections 48.091, and 607.0505, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The name and street address of the director constituting the initial Board of Directors of the corporation are:

Kevin M. Coy
3801 Biscayne Boulevard, Suite 300
Miami, Florida 33137

The member of the initial Board of Directors shall hold office for the first year of the corporation's existence or until his successors are elected or appointed and qualified.

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation's existence or until their successors are elected, are:

President Kevin M. Coy
3801 Biscayne Boulevard, Suite 300
Miami, Florida 33137

Secretary/Treasurer Perrin L. Coy
3801 Biscayne Boulevard, Suite 300
Miami, Florida 33137

ARTICLE IX - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are :

Kevin M. Coy
3801 Biscayne Boulevard, Suite 300
Miami, Florida 33137

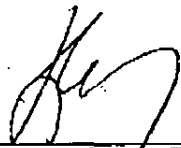
ARTICLE X - INDEMNIFICATION

This corporation shall indemnify its directors, officers, and agents to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or hereafter prescribed by the laws of the State of Florida and all rights herein conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation this 18th day of December, 2006.



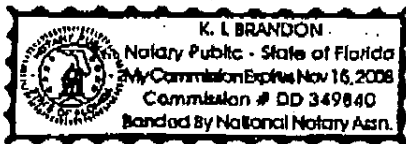
Kevin M. Coy, Incorporator

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STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Kevin M. Coy, who is personally known to me, and he acknowledged to and before me that he executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of December, 2006.



K. L. Brandon
Notary Public, State of Florida
Printed Name: K. L. Brandon
My Commission expires: Nov. 15, 2006

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR IRIECARD MANAGEMENT CONSULTANTS, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

K. M. Coy
Kevin M. Coy
Registered Agent
December 18th, 2006

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