

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FEB 8 1995 358

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	CK No. _____	_____
BY <u>AAK</u>	_____	_____	_____

WALK-IN
 Will Pick Up 23 1212

RE: Integrated Bordered
Transfer Inc

	C.C. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Id. Partnership File		
Original Copy		
Corr. Copy		
Art. of Amer. File		
Dissolution/Withdrawal		
C U S		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep		
FAX () pgs.		
SUBTOTALS		

35 FEB -9 AM 11:47
 FILED
 SECRETARY OF STATE

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

FILED

95 FEB -9 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INTEGRATED BONDED TRANSFER INC.

A Florida Corporation

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that I have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

INTEGRATED BONDED TRANSFER INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 60, all of which is without par value. All stock shall be paid and non-assessable. (Shares of stock without nominal or par value may be issued and disposed of for such consideration as may be fixed, from time to time, by the Board of Directors).

ARTICLE IV

The corporation shall have perpetual duration.

ARTICLE V

The initial street address of the registered office of the corporation shall be and is 417 E. Virginia Street, Suite 1, Tallahassee, FL 32301, and the name of the initial registered agent of the corporation at this address is Capital Connection, Inc.

The business shall be located at 417 E. Virginia Street, Suite 1, Tallahassee, FL 32301.

ARTICLE VI

The number of directors of this corporation shall be and is one (1). That number may be increased (or diminished) from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VII

The names and addresses of the members of the first board of directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Jay Rosen
61 Bridlepath Lane
Mahwah NJ 07430

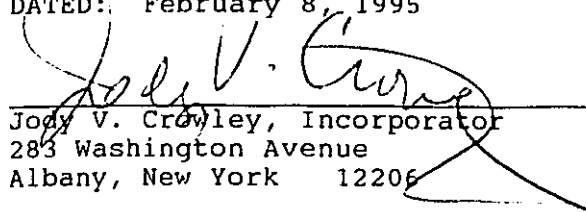
ARTICLE VIII

The officers of the corporation shall be a President, Secretary and Treasurer, and such other officers, agents and factors as may be deemed necessary, including one or more Vice Presidents. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as maybe prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices except that the President or Vice President shall not also be the Secretary of Assistant Secretary of this corporation.

The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this day for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file, in the Office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

DATED: February 8, 1995


Jody V. Crowley, Incorporator
283 Washington Avenue
Albany, New York 12206

STATE OF NEW YORK
COUNTY OF ALBANY ss:

Before me personally appeared, Jody V. Crowley, to me well known and known to me to be the individual described in an who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 8th day of February, 1995.



Donna Marie Tidings, Notary Public

DONNA M. TIDINGS
NOTARY PUBLIC, State of New York
Qualified in Albany County
No. 101-4888570
Commission Expires June 15, 1996

FILED

95 FEB -9 AM 11:48

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: That INTEGRATED BONDED TRANSFER INC., a corporation desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 417 E. Virginia Street, Tallahassee, County of Leon, State of Florida, has named Capital Connection, Inc. at that address as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

DATED: 2-9-95

BY:

Barbara A. Healy, president

Capital Connection, Inc.
Agent

ARTICLE OF INCORPORATION
OF
INTEGRATED BONDED TRANSFER INC.
A Florida Corporation

FILER:

Corporate Service Bureau, Inc.
283 Washington Avenue
Albany, New York 12206

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____
 To us via _____ Return via _____
 Matter No.: _____ Express Mail No. _____
 State Fee \$ _____ Our \$ _____

RA Resign
3/20/97
[Signature]

RE: Integrated Bonded
Transfer, Inc.

	C.C. FEE.	DISBURSED
Capital Express		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Resignation		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

500002125075-3
 -03/26/97-01110-001
 *****595.00 *****35.00

97 MAR 20 AM 11:32
 RECEIVED
 DIVISION OF CORPORATION
 TALLAHASSEE, FL 32302

SUBTOTALS	
FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	3/20		
TIME			
BY	AAP		CK No. _____

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
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 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, Capital Connection, Inc.

(Name of registered agent)

hereby resigns as Registered Agent for Integrated Bonded Transfer, Inc.

(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.
The agency is terminated and the office discontinued on the 31st day after the date on which
this statement is filed.


(Signature of resigning agent)

If signing on behalf of an entity:

Weimar Lopez

(Typed or Printed Name)

Registered Agent Coordinator

(Capacity)

FILED
97 MAR 20 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation

DIVISION OF CORPORATIONS - P. O. BOX 6327 - TALLAHASSEE, FL 32314