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F. D. ELLIS, JR. (1982)
SHERWOOD SPENCER RETIRED

ROBERT B. BUTLER
W. TINSLEY ELLIS
WILLIAM S. SPENCER
MARK F. BUTLER
ROBERT PAUL REELEY
JONATHAN E. BRODY
CHAPMAN L. SMITH, JR.
CHARLES D. KYRIAZOS*
E. PAIGE DRUMMOND BRODY

*ALSO ADMITTED IN NEW YORK

August 22, 1995

55 AUG 25 AM 6:08
RECEIVED
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **INTERNATIONAL BUSINESS REFERRAL SYSTEMS, INC.,**
a new Florida corporation

Ladies and Gentlemen:

I am enclosing to you herewith Articles of Incorporation in triplicate and request that you file the original thereof, certify both copies and issue your certificate under seal as to the status of this new corporation.

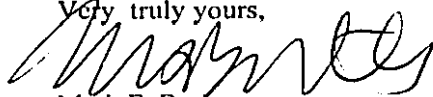
Also enclosed is my firm's trust account check in the amount of \$183.75 for the following:

1.	Filing Fee	\$ 35.00
2.	Registered Agent's Fee	35.00
3.	Two Certified Copies	105.00
4.	One Certificate Under Seal as to Corporate Status	8.75

TOTAL \$ 183.75

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-08/25/95--01076--003
****183.75 ****183.75

Very truly yours,




Mark F. Butler

MFB:cw

Enclosure

cc: Robert A. Marchesani
Clarence Day

5/28/95


ARTICLES OF INCORPORATION
OF
INTERNATIONAL BUSINESS REFERRAL SYSTEMS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 609 of the laws of the State of Florida.

Article I: Name

The name of the corporation shall be INTERNATIONAL BUSINESS REFERRAL SYSTEMS, INC.

Article II: Principal Office

The principal place of business and mailing address of this corporation shall be 631 Talavera Road, Fort Lauderdale, Florida 33326.

Article III: Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article IV: Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

Article V: Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Robert A. Marchesani
631 Talavera Road
Fort Lauderdale, Florida 33326

Article VI: Term of Existence

This corporation is to exist perpetually.

Article VII: Officers

The name and street address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Robert A. Marchesani
President

631 Talavera Road
Fort Lauderdale, Florida 33326

Clarence Day
V. Pres./Sec./Treasurer

631 Talavera Road
Fort Lauderdale, Florida 33326

Article VIII: Incorporator

The name and street address of the incorporator to these Articles of Incorporation:

Robert A. Marchesani
631 Talavera Road
Fort Lauderdale, Florida 33326

The undersigned incorporator has executed these Articles of Incorporation this 14th day of July, 1995.

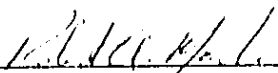


ROBERT A. MARCHESANI

Acceptance of Appointment of Registered Agent

Having been named as registered agent and to accept service of process for INTERNATIONAL BUSINESS REFERRAL SYSTEMS, INC. at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes (F.S. 607.0505) relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 14th day of July, 1995.

BY: 
ROBERT A. MARCHESANI