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GEORGE E. MANTER  
9861 West Sample Road  
Suite 175  
Coral Springs, Florida 33065  
Telephone: 305-752-5697

January 25, 1996

55 JAN 29 AM 10:11  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

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-01/29/96--01060--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: INTERNATIONAL BANQUE HOLDING CORP.

Gentlemen:

Enclosed herewith please find an original and one copy of the Certificate of Articles of Incorporation for the above captioned corporation and Certificate of Designated Resident Agent.

A check in the amount of \$122.50 is enclosed to cover the following:

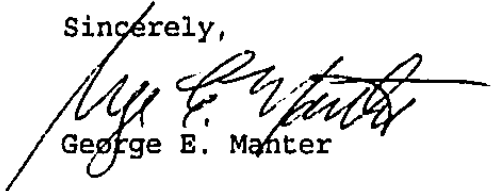
1. Filing Fee	\$35.00
2. Certified copies of Articles	52.50
3. Resident Agent Certificate	35.00

TOTAL AMOUNT OF . . . . . \$122.50

Please endorse your approval of the Articles on the copies, certifying and returning the same to the undersigned at the above address.

If you have any questions, please feel free to contact me.

Sincerely,

  
George E. Manter

Enclosures

gj/3/96

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CERTIFICATE OF ARTICLES OF INCORPORATION

The undersigned for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

INTERNATIONAL BANQUE HOLDING CORP.

and the principal office is 9861 West Sample Road, Suite 175, Coral Springs, Florida 33065.

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The amount of the authorized capital stock of this corporation shall be: 1,000 shares at a par value of \$1.00 per share.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series 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.

ARTICLE V

The term for which this corporation shall exist is perpetual.

ARTICLE VI

The initial registered office of this corporation shall be:  
9861 West Sample Road, Suite 175, Coral Springs, Florida 33065.

The initial registered agent shall be: George E. Manter.

The initial registered office may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several

states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices, in any of the said places of business.

#### ARTICLE VII

The business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than five (5) members, as the same may be provided by the By-Laws of the corporation, and the following officers, to-wit: a president, secretary and treasurer, and such other officers as the Board of Directors may elect, provided that any three (3) offices may be held by one and the same person(s). The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the officers shall be elected by the Board of Directors at a meeting to be held immediately after adjournment of that of the annual stockholders' meeting.

Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the following named officers, together with the afternamed Board of Directors.

<u>NAME AND ADDRESS</u>	<u>OFFICE(S)</u>
George E. Manter 9861 W. Sample Road, Suite 175 Coral Springs, Florida 33065	President, Secretary, Treasurer

#### ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of these articles, for the first year of the corporations' existence or until their successors are duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
George E. Manter	9861 W. Sample Road, Suite 175 Coral Springs, Florida 33065

ARTICLE IX

The annual meeting of the stockholders of the corporation shall be fixed by the By-Laws and the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The name and place of residence of each incorporator of this corporation and the amount of shares of stock subscribed for are as follows:

<u>NAME &amp; ADDRESS</u>	<u>NO. OF SHARES</u>
George E. Manter 9861 W. Sample Road, Suite 175 Coral Springs, Florida 33065	10

ARTICLE XI

The members of the Board of Directors, or an Executive Committee shall be deemed present at a meeting of such Board or Committee if a conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation, this 25th day of January, 1996.

  
\_\_\_\_\_  
GEORGE E. MANTER (Seal)

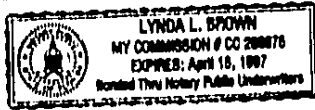
STATE OF FLORIDA

COUNTY OF PALM BEACH

ON THIS DAY, personally appeared before me, the undersigned authority duly authorized to administer oaths, GEORGE E. MANTER, to me known to be the person described in and who executed the above

and foregoing proposed charter, and he acknowledged that he executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, Florida, County of Palm Beach, this 25th day of January, 1996.



*Lynda L. Brown*  
NOTARY PUBLIC

My Commission Expires:

FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That INTERNATIONAL BANQUE HOLDING CORP. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Coral Springs, County of Broward, State of Florida, has named George E. Manter located at 9861 West Sample Road, Suite 175, City of Coral Springs, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated 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.

By:

*George E. Manter*  
GEORGE E. MANTER  
(Resident Agent)

FILED  
SECRETARY OF STATE  
CORPORATIONS  
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