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ACCOUNT NO. : 072100000032
REFERENCE : 052260 170407A
AUTHORIZATION : *Patricia Pajot*
COST LIMIT : \$ 122.50

ORDER DATE : February 20, 1996

ORDER TIME : 10:52 AM

ORDER NO. : 052260

700001719397

CUSTOMER NO: 170407A

CUSTOMER: Richard R. Rossi, Esq
ROSSI & ASSOCIATES ATTORNEY PA

Penthouse3
1700 E. Las Olas Blvd.
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: INTERNATIONAL ESCROW AGENTS,
INC.

EFFECTIVE DATE: ____

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

RECEIVED
FILED
56 FEB 20 PM 12:09 96 FEB 20 AM 8:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SAB
2/21/96

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL ESCROW AGENTS, INC.**

FILED
96 FEB 20 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is International Escrow Agents, Inc.

ARTICLE II

The Corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III

The Corporation is authorized to issue 1,000 shares of common stock par value \$.001 per share.

ARTICLE IV

The address of the initial registered office of the Corporation is 1700 East Las Olas Boulevard, PH III, Ft. Lauderdale, FL 33301 and the name of the initial registered agent of the Corporation at such address is Mr. Richard Rossi.

ARTICLE V

The initial mailing address for the Corporation is 1700 East Las Olas Boulevard, PH III, Ft. Lauderdale, FL 33301.

ARTICLE VI

The Corporation shall have 1 director(s) initially and the number of directors may be increased or decreased from time to time as provided by the By-laws but shall never be less than one (1). The name(s) and address(es) of the initial Director(s) is/are as follows: Richard Rossi

1700 East Las Olas Blvd.
PH III

FL. Lauderdale, FL 33301

ARTICLE VII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

ARTICLE IX

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

ARTICLE X

The name(s) and address(es) of the incorporator(s) of this Corporation is/are Richard Rossi, 1700 East Las Olas Blvd., PH III,

Ft. Lauderdale, FL 33301.

ARTICLE XI

The Board of Directors and Shareholders may amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

ARTICLE XII

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day February, 1996.

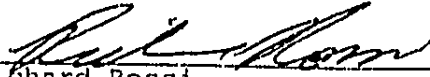

Richard Rossi

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes, as amended.


Richard Rossi

219escrow.rrmisc

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96 FEB 20 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA