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Prepared by:
Garry D. Schwartz, Esq.
Krongold and Todd, P.A.
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Coral Gables, FL 33134
(305) 446-3033
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ARTICLES OF INCORPORATION
OF

IAB INVESTMENTS, INC.

ARTICLE I.

1.1 Name.

The name of the corporation is: IAB Investments, Inc.

ARTICLE II.

2.1 General.

The purpose for which the corporation is organized is to transact all lawful business for which corporations may be organized under the laws of the State of Florida.

ARTICLE III.

3.1 Powers.

As needed to pursue the corporate purposes, the following powers are hereby granted to the Board of Directors:

- (a) To sue, complain and defend in the corporate name.
- (b) To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets.
- (e) To lend money and use its credit to assist corporate employees.
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

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(g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the Corporation's property and income.

(h) To lend money for any corporate purpose, invest and reinvest its funds, and take and hold their payment of funds so loaned or invested.

(i) To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without this state.

(j) To make donations for the public welfare or for charitable, scientific or educational purposes.

(k) To transact any lawful business which the Board of Directors shall find will be an aid of governmental policy.

(l) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees.

ARTICLE IV.

4.1 Authorized Shares.

The total authorized stock is 1,000 shares of \$1.00 par value per share Common Stock.

ARTICLE V.

5.1 Amendments to Articles.

The Corporation may amend its Articles of Incorporation, from time to time, so as:

(a) To change its corporate name.

(b) To change its period of duration.

(c) To change, enlarge or diminish its corporate purposes.

(d) To increase or decrease the aggregate number of shares, or shares of any class, which the Corporation has authority to issue.

(e) To limit, deny or grant to Stockholders of any class the preemptive right to acquire additional or treasury shares of the Corporation, whether then or thereafter authorized.

(f) To increase or increase the par value of the authorized shares of any class having a par value, whether issued or unissued.

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(g) To exchange, classify, reclassify or cancel all or any part of its shares, whether issued or unissued.

(h) To change the designation of all or any part of its shares, whether issued or unissued, and to change the preferences, limitations, and the relative rights in respect of all or any part of its shares, whether issued or unissued.

(i) To change shares having par value, whether issued or unissued, into the same or a different number of shares without par value, and to change shares without par value into the same or a different number of shares having a par value.

(j) To change the shares of any class, whether issued or unissued, and whether with or without par value, into a different number of shares of the same class or into the same or a different number of shares, either with or without par value, of other classes.

(k) To create new classes of shares having rights and preferences either prior and superior or subordinate and inferior to the shares of any class then authorized, whether issued or unissued.

(l) To cancel or otherwise affect the right of the holders of the shares of any class to receive dividends which have accrued but have not been declared.

(m) To divide any preferred or special class of shares, whether issued or unissued, into series and fix and determine the designations of such series and the variations in the relative rights and preferences as between the shares of such series.

(n) To authorize the Board of Directors to establish, out of authorized but unissued shares, a series of any preferred or special class of shares and fix and determine the relative rights and preferences of the shares of any series so established.

ARTICLE VI

6.1 Directors.

The following is the name and address of the person who shall serve as the initial Director until the first annual meeting of Stockholders or until her successor(s) be elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>
Brooke Block	201 Alhambra Circle, #801 Coral Gables, FL 33134

6.2 Number of Directors.

The Board of Directors of the Corporation shall consist of one or more members. The number of Directors shall be fixed by, or in

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the manner provided in, the By-Laws, except as to the number constituting the initial Board of Directors, which number has been fixed by these Articles of Incorporation. The number of Directors may be increased or decreased from time to time by amendment to, or in the manner provided in these Articles of Incorporation or the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. In the absence of a By-Law providing for the number of Directors, the number shall be the same as that provided for in these Articles of Incorporation.

ARTICLE VII

7.1 Initial By-Laws.

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the Stockholders, shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE VIII

8.1 Contracts with Directors and Officers.

No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the Stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes, approves or ratifies such contract or transaction.

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8.2 Lending to Directors.

The Corporation shall not lend money to or use its credit to assist its Directors without authorization in the particular case by its Stockholders, but may lend money to and use its credit to assist any employee of the Corporation or of a subsidiary, including any such employee who is a Director of the Corporation, if the Board of Directors decides that such loan or assistance may benefit the Corporation.

ARTICLE IX

9.1 Preemptive Rights.

Except to the extent limited or denied by these Articles of Incorporation, Stockholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

(a) No preemptive right shall exist:

(1) to acquire any shares issued to Directors, Officers or employees pursuant to approval by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or when authorized by and consistent with a plan theretofore approved by such a vote of Stockholders; or

(2) to acquire any shares sold otherwise than for cash.

(b) Holders of shares of any class that is preferred or limited as to dividends or assets shall not be entitled to any preemptive right.

(c) Holders of common stock without voting power shall have no preemptive right to shares of common stock with voting power.

ARTICLE X

10.1 Office.

The address of the principal office and the mailing address of the principal office is:

201 Alhambra Circle, Suite 801
Coral Gables, FL 33134

The name of the initial resident agent at the registered office is:

Garry B. Schwartz

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ARTICLE XI

11.1 Incorporators.

The names and addresses of the incorporators are as follows:

Name	Resident or Business Address
Garry B. Schwartz	201 Alhambra Circle Suite 801 Coral Gables, FL 33134

ARTICLE XII

12.1 Term.

The term of existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned, the Incorporators of the above-named Corporation, have hereunto signed these Articles of Incorporation on the 1st day of May, 1996.

Witnesses:

[Signature]

[Signature]

[Signature]

GARRY B. SCHWARTZ

STATE OF FLORIDA)

COUNTY OF DADE)

SS.

BEFORE ME personally appeared GARRY B. SCHWARTZ, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to same as his free act and deed.

WITNESS my hand and official seal this 1 day of May, 1996.

[Signature]

NOTARY PUBLIC, State of
Florida at Large

My Commission expires:

OFFICIAL NOTARY SEAL
LINDA DI BENEDETTO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0008871
MY COMMISSION EXPI. JULY 18, 1996

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:


First, that IAB INVESTMENTS, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Coral Gables, State of Florida, has named GARRY B. SCHWARTZ, located at 201 Alhambra Circle, Suite 801, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.


Garry B. Schwartz

Title: Incorporator

Date: May 17, 1996

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, 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.


Garry B. Schwartz

Date: May 17, 1996

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SECRETARY OF STATE
AT
TALLAHASSEE, FLORIDA

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