

Richard J. Alfieri  
P.O. Box 11122  
Ft. Lauderdale FL 33339

July 15th, 1996

P96000061767

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

2000001501502  
-07/23/96--01040--015  
\*\*\*122.50 \*\*\*122.50

Reference:

Articles of Incorporation  
International Reserve Group Inc.

EFFECTIVE DATE  
July 15, 1996

Dear Sir:

Enclosed is fully executed original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for the above captioned corporation.

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

Minimum Charter Tax  
Filing Fee  
Resident Agent Certificate  
Certified Copy of Articles

Please return a certified copy of the Articles of Incorporation and the Certificate of Incorporation to my office at your earliest convenience.

Thank you for your help in this matter.

Sincerely,

*Richard J. Alfieri*  
Richard J. Alfieri

96 JUL 22 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

63 7/24/96

ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL RESERVE GROUP INC.

FILED  
96 JUL 22 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is:  
International Reserve Group Inc.

EFFECTIVE DATE  
July 15, 1996

ARTICLE II - ADDRESS

The initial address of the corporation is:  
2805 East Oakland Park Blvd. Suite 305  
Fort Lauderdale Florida 33306

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$ 1.00 par value common stock which shall be designated " Common Shares."

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 VII - INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is: Richard J. Alfiori

and its address is:

2805 East Oakland Park Blvd. Suite 305  
Fort Lauderdale Florida 33306

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have (1) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

**NAME**

**ADDRESS**

Carmen T. Aviles

2805 East Oakland Park Blvd. Suite 305  
Fort Lauderdale Florida 33306

**ARTICLE IX - INCORPORATORS**

The name and address of each person signing these Articles is:

**NAME**

**ADDRESS**

Carmen T. Aviles

2805 East Oakland Park Blvd. Suite 305  
Fort Lauderdale Florida 33306

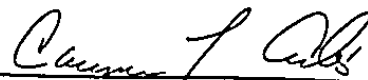
**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision 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 has executed these Articles of Incorporation this 15th day of July, 1996.



Carmen T. Aviles

, Subscriber

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE  
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:

That International Reserve Group Inc.

having been organized under the laws of the State of Florida, with  
its principle office, as indicated in the Articles of Incorporation  
at 2805 E. Oakland Park Blvd. Suite 305, Fort Lauderdale Fl. 33306

has named Richard J. Alfieri

its Registered Agent; and 2805 E. Oakland Park Blvd. Suite 305  
Fort Lauderdale Florida 33306

as the place where service of process may be served within this  
State.

**ACKNOWLEDGEMENT:**

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

Richard J. Alfieri  
Registered Agent, Richard J. Alfieri