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96 AUG 30 AM 8:31

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 070578 10587A

AUTHORIZATION :

Patricia Pyjith

COST LIMIT : \$ 70.00

ORDER DATE : August 29, 1996

ORDER TIME : 4:19 PM

ORDER NO. : 070578

CUSTOMER NO: 10587A

100001936261

CUSTOMER: Richard Ehrlich, Esq
EHRlich & FREEDMAN

Suite 501
3300 University Drive
Coral Springs, FL 33065

DOMESTIC FILING

NAME: INTERNATIONAL ASSET RESOURCE,
INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

g 8/30/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 30 PM 10:50

ARTICLES OF INCORPORATION

OF

INTERNATIONAL ASSET RESOURCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 30 AM 10:50

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

INTERNATIONAL ASSET RESOURCE, INC.

The address of the principal office of this corporation shall be 2300 Corporate Boulevard NW, Suite 123, Boca Raton, FL 33431 and the mailing address of the corporation shall be the same.

ARTICLE II. 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3300 University Drive Suite 501 Coral Springs Florida 33065, and the name of the initial registered agent of the corporation at that address is Ehrlich and Freedman P.A.

ARTICLE V. TERM OF EXISTENCE This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation.

ARTICLE VII. OFFICERS

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C.O 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

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

EHRlich & FREEDMAN

3300 University Drive Ste. 501

Coral Springs, Fl 33065

IN WITNESS WHEREOF, the undersigned agent of EHRlich & FREEDMAN, PA., has hereunto set their hand and seal of EHRlich & FREEDMAN., on August 28, 1996.

EHRlich & FREEDMAN, PA

By



RICHARD EHRlich

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

EHRlich & FREEDMAN., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Ehrlich & Freedman, PA

By,

RICHARD EHRlich

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
INTERNATIONAL ASSET RESOURCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 30 AM 10:50

EHRLICH & FREEDMAN, PA as sole Incorporator, for value received hereby assigns any and all rights it may
have as such Incorporator to the following:

Dated:

8/28/96

EHRLICH & FREEDMAN

By



RICHARD EHRLICH