

Document Number Only

P9700093454

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

000002333890--8

-10/30/97--01052--021

*****52.50 *****52.50

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*****35.00 *****35.00

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*****35.00 *****35.00

Ironwood Capital Inc.

☒ Profit - Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mar

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

| | |
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| Name | |
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| W.P. Verifier | |

10/30

PLEASE RETURN EXTRA COPIES
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RECEIVED
DIVISION OF CORPORATION
OCT 30 PM 12:17

ARTICLES OF INCORPORATION
OF
IRONWOOD CAPITAL INC.

FILED
97 OCT 30 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * * * *

1. The corporate name that satisfies the requirements of Section 607.0401 is:

Ironwood Capital Inc.

2. The street address of the initial principal office and the mailing address of the corporation is 2234 N. Federal Highway #493, Boca Raton, Florida 33431.

3. The address of the initial registered office in the State of Florida is C/O CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324. The name of its registered agent at such address is CT Corporation System.

4. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Florida.

5. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is Two Hundred (200) Common Shares with \$.0001 par value.

6. The name and address of the sole incorporator is: Jody Samuels, c/o Gersten, Savage, Kaplowitz & Fredericks, LLP, 101 East 52nd Street, New York, New York 10022.

7. The corporation is to have perpetual existence.

8. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

9. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of shareholders may be held within or without the State of Florida, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the corporation.

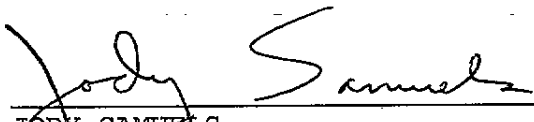
10. The corporation reserves the right to amend, alter, change or repeal any provision contained in this

certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

11. A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.014 of the General Corporation Act of Florida, or (iv) for any transaction from which the director derived any improper personal benefit.

12. The number of directors constituting the initial board of directors of the corporation is one (1), and the names and addresses of the person who is to serve as the sole director until the first annual meeting of shareholders or until their successor is elected and shall qualify is Nancy J. Litman, C/O Ironwood Capital Inc. 2234 N. Federal Highway #493, Boca Raton, Florida 33431.


I, THE UNDERSIGNED, being the sole incorporator
hereinbefore named, for the purpose of forming a corporation
pursuant to the General Corporation Act of the State of Florida,
do make this certificate, hereby declaring and certifying that
this is my act and deed and the facts herein stated are true, and
accordingly have hereunto set my hand this 29th day of October,
1997.


JODY SAMUELS
Gersten, Savage, Kaplowitz &
Fredericks, LLP
101 East 52nd Street
New York, New York 10022

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED: October 29, 1997

CT CORPORATION SYSTEM

BY 
Theresa Taylor, Asst. Secy.

FILED
97 OCT 30 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA