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NAME: IAI WESTWOOD, INC.

AUDIT NUMBER.....H98000001078

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Articles of Incorporation  
of  
IAI WESTWOOD, INC.

ARTICLE I

Name and Duration

The name of the Corporation is IAI Westwood Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 200 Boulder Ridge Road, Scarsdale, New York 10583.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1301 Riverplace Boulevard, Suite 1301, Jacksonville, Florida 32207 and the Registered Agent at that address is MOTOLAW, Inc.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

Prepared by Peter O. Larsen, Esq.  
Milam Otero Larsen Dawson & Traylor, P.A.  
1301 Riverplace Boulevard, Suite 1301  
Phone No. 904/398-3555  
Jacksonville, FL 32207  
Florida Bar Number 0849146

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ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock ("Common Stock"), \$.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

MOTOLAW, Inc.

Address

1301 Riverplace Blvd  
Suite 1301  
Jacksonville, FL 32207

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

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<u>Name</u>	<u>Address</u>
Homi Gazdar	c/o Intercon Advisory, Inc. 200 Boulder Ridge Road Scarsdale, NY 10583
Pinak Maitra	c/o Intercon Advisory, Inc. 200 Boulder Ridge Road Scarsdale, NY 10583
Seth Barnhard	c/o Barnhard Consulting 5067 Winding Branch Dr. Dunwoody, GA 30338

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE XI

##### Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

#### ARTICLE X

##### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors

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may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## ARTICLE XI

### Indemnification

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

## ARTICLE XII

### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio. Additionally, such shareholders agreement shall control the voting rights of the shareholders, if such agreement is in effect and provides for voting requirements or rights.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 16th day of January, 1998.

MOTOLAW, Inc.

By: Peter O. Larsen, as President  
Peter O. Larsen, as President

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That IAI WESTWOOD, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named MOTOLAW, Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

MOTOLAW, Inc.

By: Peter O. Larsen, as President  
Peter O. Larsen, as President

DATED: January 16, 1998

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