



THE UNITED STATES
CORPORATION
COMPANY

P98000032895

ACCOUNT NO. : 072100000032

REFERENCE : 775475 7118749

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 122.50

ORDER DATE : April 9, 1998

ORDER TIME : 11:06 AM

ORDER NO. : 775475-005

CUSTOMER NO: 7118749

CUSTOMER: David E. Bryant, Esq
DAVID E. BRYANT

215 Airport Road South

Naples, FL 34104

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -9 PM 2:35

DOMESTIC FILING

NAME: IQ GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATION
4-9-98
505

ARTICLES OF INCORPORATION
OF
IQ GROUP, INC.
A PROFESSIONAL CORPORATION

FILED
SECRETARY OF CORPORATIONS
98 APR -9 PM 2:35

The undersigned, duly licensed to practice law in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I
Name

The name of the Corporation is:

IQ GROUP, INC.

ARTICLE II
Duration

The duration of the Corporation shall be perpetual.

ARTICLE III
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a Corporation may be organized under the laws of Florida and the United States.

ARTICLE IV
Capital Stock

The aggregate number of shares which the Corporation shall have the authority to issue is One Thousand (1,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One and no/100 (\$1.00) Dollar per share.

ARTICLE V
Management

The affairs of the Corporation shall be managed by the Shareholders, who may also hold office as members of the Board of Directors.

The Shareholders and their percentage of ownership is initially established as:

Name	Percentage of Initial Offering
JUDR Maria Grochova	40 percent
Ing. Jana Kocurova	30 percent
Martin Elias	30 percent

ARTICLE VI
Incorporators

The name and post office address of the incorporator is:

Name	Address
David E. Bryant	215 Airport Road South Naples, Florida 34104

ARTICLE VII
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VIII
Special Provision

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE IX
Election of Subchapter S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE X
Right to Purchase Own Shares

The Corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Shareholders shall fix.

ARTICLE XI
Principal Office and Mailing Address

The address of the principal office of the Corporation is 215 Airport Road South, Naples, Florida 34104, and the mailing address of the Corporation is the same.

ARTICLE XII
Registered Office and Agent

The address of the registered office of the Corporation is 215 Airport South, Naples, Florida 34104, and the name of the registered agent at such address is David E. Bryant.

ARTICLE XIII
Amendment of Articles

The corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 8th day
of April, 1998.

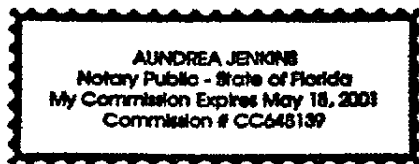



DAVID E. BRYANT, Incorporator

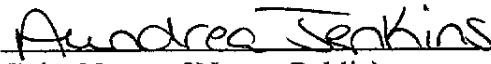
STATE OF FLORIDA
COUNTY OF COLLIER

On the 8th day of April, 1998, before me the undersigned officer,
personally appeared **DAVID E. BRYANT**, (X) known to me to be the person, or () who has
produced HK as identification, whose name is subscribed to this document and
acknowledged that he executed this Articles of Incorporation for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.





Notary Public, State of Florida


(Print Name of Notary Public)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF
INCORPORATION, 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, AND I ACCEPT THE DUTIES
AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



DAVID E. BRYANT, ESQUIRE