

P98000057841



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 873109 4727166

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.500

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 29 PM 1:49

ORDER DATE : June 28, 1998

ORDER TIME : 9:08 AM

ORDER NO. : 873109-005

CUSTOMER NO: 4727166

CUSTOMER: Eliot J. Safer, Esq.
TROMBERG & SAFER ATTORNEYS AT
LAW
Suite 100
3974 Woodcock Drive
Jacksonville, FL 32207

100002574401--1

DOMESTIC FILING

NAME: IRON ASSETS, 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: Stacy L Earnest

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

OF

IRON ASSETS, INC.

The undersigned, acting as Incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation shall be Iron Assets, Inc. The mailing address of this Corporation shall be 11960 New Kings Road, Jacksonville, Florida 32219.

ARTICLE II

Term of Existence

The duration of this Corporation is to be perpetual.

ARTICLE III

Purposes

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

Stock Clause

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 5,000,000 shares divided into two classes, common stock and preferred stock. The total number of shares of common stock authorized is 4,000,000 shares. The total number of shares of preferred stock authorized is 1,000,000 shares.

The Board of Directors is authorized to issue the preferred shares from time to time in one or more series and to establish or alter the designation, preferences, and other special rights of such preferred shares, including without limitation, dividend

rights, dividend rates, conversion rights, voting rights, and terms of redemption of any wholly unissued series of preferred shares, and the designation and number of shares constituting any such series.

ARTICLE V

Initial Board of Directors

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation is:

Edward Kostenski	11960 New Kings Road Jacksonville, FL 32219
Suzanne Kostenski	11960 New Kings Road Jacksonville, FL 32219
Christoph Dormann	11960 New Kings Road Jacksonville, FL 32219
Robert Feiman	11960 New Kings Road Jacksonville, FL 32219

ARTICLE VI

Incorporator

The name and address of the person signing these Articles is:
Eliot J. Safer, 3974 Woodcock Drive, Suite 100, Jacksonville, FL 32207.

ARTICLE VII

Pre-emptive Rights

Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether or not of unissued shares authorized by the articles of incorporation of the corporation as originally filed or by any amendment of the articles or out of shares of stock of the corporation acquired by it after the issue of the shares, and whether issued for cash, promissory notes, services, personal or real property, or other securities of the corporation, nor shall any holder of stock of the

corporation be entitled to any right of subscription to any of such shares. Further, unless otherwise determined by the Board of Directors, no holder of any shares of the stock of the corporation is entitled as such, as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant or warrants or other instrument or instruments which shall confer on the holder or holders of that obligation the right to subscribe for or purchase from the corporation any shares of its capital stock of any class or classes.

ARTICLE VIII

Interested Directors

A. No contract of other transaction between a corporation and one or more of its Directors, or between a corporation and any other corporation, firm, association or other entity in which one or more of its Directors are Directors or Officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors are present at the meeting of the Board, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purpose:

(1) If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested Director or Directors; or

(2) If such common directorship, officership or financial interest is disclosed or known to the Shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the Shareholders;

(3) If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the Board, a Committee which approves such contract or transaction.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a Committee which approves such contract or transaction.

ARTICLE IX

Long Term Employment Contract

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Charter or by-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE X

Director Reliance on Corporate Records

A Director shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of ample value.

ARTICLE XI

Initial Registered Office and Registered Agent

The address of the initial registered agent of this Corporation is 3974 Woodcock Drive, Suite 100, Jacksonville, FL 32207. The name of the initial registered agent of this Corporation of that address is Eliot J. Safer.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Each Amendment shall be approved by the Board of Directors and proposed by them to the Shareholders, and approved at a Shareholder's meeting unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation are made. All rights conferred on Shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truths of the facts herein stated, this 19th day of June, 1998.

Eliot J. Safer
Eliot J. Safer

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Said Registered Agent named in ARTICLE XI hereof, has executed the following acknowledgement accepting said office and agreeing to comply with the provision of Chapter 49.091, Florida Statutes:

I, Eliot J. Safer, having been named to accept service of process for the above stated Corporation, at the place designated in ARTICLE XI hereof, hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Eliot J. Safer
Registered Agent

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Eliot J. Safer, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Jacksonville, County and State aforesaid, this 19th day of June, 1998.

Susan Dennison
Notary Public, State of Florida
My Commission Expires:



SUSAN DENNISON
My Commission CC435155
Expires Jan. 29, 1999
Bonded by HAI
800-422-1555