

LAW OFFICES
MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE
SUITE 1070
MIAMI, FLORIDA 33131

TELEPHONE (305) 373-0300
FAX (305) 373-3739

July 22, 1998

FEDERAL EXPRESS

600002586286--5
-07/23/98--01037--005
*****70.00 *****70.00

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: IBC Holding Corp. (the "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Articles of Incorporation along with our check in the amount of \$70.00.

If you have any questions, please call.

Sincerely,

[Signature]
Louis R. Montello

Enclosures

Chang from TD.
IBC Holding Corp.
per Mr. Montello
7/30/98
1092-16945
7/30/98

FILED
98 JUL 30 PM 1:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED
98 JUL 30 PM 1:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 27, 1998

MONTELLO & KENNEY, P.A.
% LOUIS R. MONTELLO
777 BRICKELL AVE SUITE 1070
MIAMI, FL 33131

SUBJECT: IBC HOLDING CORP.
Ref. Number: W98000016945

We have received your document for IBC HOLDING CORP.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 098A00039381

LAW OFFICES
MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE
SUITE 1070
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-0300
FAX (305) 373-3739

July 29, 1998

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Attn: Ms. Loria Poole
Corporate Specialist

Re: IBC Corporation (the "Company")
Your Reference No.: W98000016945

Dear Ms. Poole:

Enclosed herewith please find two corrected original sets of the Company's Articles of Incorporation along with copy of your letter dated July 27, 1998 returning our initial filing. We have cleared this name with the Secretary of State's office for availability prior to forwarding it to you.

If you have any questions, please call.

Sincerely,



Louis R. Montello

Enclosures

ARTICLES OF INCORPORATION

OF

IBC HOLDING GROUP, INC.

FILED
98 JUL 30 PM 1:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name

The name of the corporation is IBC-HOLDING GROUP, INC. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 3957 N.E. 163rd Street, North Miami Beach, Florida 33160.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$.01	common

ARTICLE IV

Special Meeting

--The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Dade, Florida 33131 and the name of its initial registered agent at such office is Louis R. Montello.

ARTICLE VI

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successor is duly elected and qualified is:

Eric Lefkowitz
3957 N.E. 163rd Street
North Miami Beach, Florida 33160

Ivan Rothstein
3957 N.E. 163rd Street
North Miami Beach, Florida 33160

ARTICLE VII

Incorporator

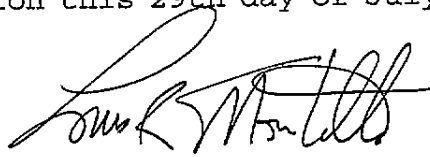
The name of the Incorporator is Louis R. Montello and the address of the Incorporator is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

ARTICLE VIII

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

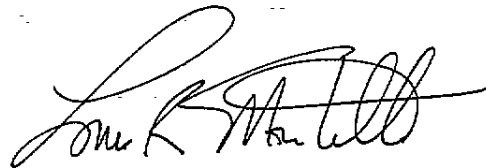
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 29th day of July, 1998.



Louis R. Montello,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of IBC HOLDING GROUP, INC hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Louis R. Montello,
Registered Agent

July 29, 1998

FILED
98 JUL 30 PM 1:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA