

P95000070747

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SEP 14 PM 1:01

RECEIVED
SEP 14 1995

SUBJECT: INVESTORS CAPITAL PROPERTIES, INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation, and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

EFFECTIVE DATE
9-15-95

W95-17727

FROM: BARRY COHEN
Name (printed or typed)

26C SOUTHPORT LANE
Address

BOYNTON BEACH, FLA 33436
City, State & Zip

(407) 735-4953
Daytime Telephone number

AL SEP 14 1995

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 5, 1995

BARRY COHEN
26C SOUTHPORT LANE
BOYNTON BEACH, FL 33436

SUBJECT: INVESTMENT CAPITAL PROPERTIESS, INC.
Ref. Number: W95000017727

*Please
send
ASAP*

*All
Done RL*

We have received your document for INVESTMENT CAPITAL PROPERTIESS, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

- ✓ The corporate name must be identical throughout the document.
- ✓ According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.
- ✓ The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return 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 (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 495A00040908

ARTICLES OF INCORPORATION

95 SEP 14 PM 1:01

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

EFFECTIVE DATE
9-15-95

Article 1. Name. The name of the Corporation is:
INVESTORS CAPITAL PROPERTIES, INC.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, the laws of all other states and the United States of America. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is one hundred (100) shares of common stock. Such shares shall be of a single class and shall have a par value of One Hundred (\$100.00) Dollars per share.

Article 5. Initial Registered Office and Agent; Principal Office Address. The street address of the initial Registered Office of the Corporation is 26C Southport Lane, Boynton Beach, Palm Beach County, Florida 33436, and the name of its initial Registered Agent at that address is BARRY M. COHEN. The Corporation also has its principal place of business and office at the above referenced address.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The

number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one.

Article 7. Incorporators. The name and address of each Incorporator is as follows:

*BARRY M. COHEN 26C Southport Lane
Boynton Beach, Florida 33436*

Article 8. Indemnification. The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that 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 as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

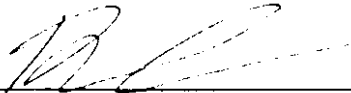
B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 9. Stock Transfer Restrictions. Shares of capital stock of the Corporation issued to any Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 10. Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is September 15, 1995.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 15th day of September, 1995.



BARRY M. COHEN, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of INVESTORS CAPITAL PROPERTIES, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 15TH day of September, 1995.



BARRY M. COHEN, Registered Agent

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

STATE
CORPORATIONS
95 SEP 14 PM 1:01

PURSUANT TO THE PROVISIONS OF SECTION 607 0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1 The name of the corporation is: INVESTORS CAPITAL
PROPERTIES, INC.


2 The name and address of the registered agent and office is.

BARRY M COHEN
(NAME)

26C SOUTHPORT LANE
(P O. Box or Mail Drop Box **NOT** ACCEPTABLE)

BOYNTON BEACH, FLA 33436
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

9/25/95
(DATE)