

TRANSMITTAL LETTER

P980000088481

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

SUBJECT: _____
(Proposed corporate name - must include suffix)

200002664772--5
-10/15/98--01075--016
122.50 **78.75

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 of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: _____
Name (Printed or typed)

Jesse Small, PA
409 W. Hallandale Blvd.
Suite #415
Hallandale, FL 33009

City, State & Zip

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 OCT 15 AM 10:03

FILED

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

ARTICLES OF INCORPORATION
OF

THE INTERNATIONAL COMPANIES CREATIVE ASSET DIVISION, INC.

FILED
98 OCT 15 AM 10:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is THE INTERNATIONAL COMPANIES CREATIVE ASSET DIVISION, INC. The principal address of this corporation is 12555 BISCAYNE BLVD., SUITE #429, NORTH MIAMI, FLORIDA 33181.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2555 BISCAYNE BLVD., SUITE #429, NORTH MIAMI, FLORIDA 33181 and the name of the initial registered agent of this corporation at that address is BERNARD GOMER.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have (1) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name and address of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Bernard Gomer, President	12555 Biscayne Blvd., Suite #429 North Miami, Florida 33181

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Bernard Gomer, President	12555 Biscayne Blvd., Suite #429 North Miami, Florida 33181

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12 day of October, 1998.

Bernard Gomer
BERNARD GOMER

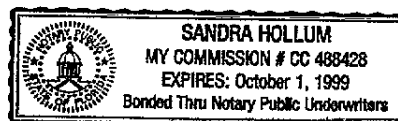
STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BERNARD GOMER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12 day of October, 1998.

Sandra Hollum
Notary Public, State of Florida At Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE, THE FOLLOWING IS SUBMITTED:

FIRST THAT THE INTERNATIONAL COMPANIES CREATIVE ASSET DIVISION, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 12555 BISCAYNE BLVD., SUITE #429, CITY OF NORTH MIAMI, STATE OF FLORIDA, HAS NAMED BERNARD GOMER, LOCATED AT 12555 BISCAYNE BLVD., CITY OF NORTH MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Bernard Gomer
BERNARD GOMER

Title: PRESIDENT

Oct-12-98
Date

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

Bernard Gomer
BERNARD GOMER

Oct-12-98
Date

98 OCT 15 AM 10:03
FILED
SOCIETY OF STATE
TALLAHASSEE FLORIDA