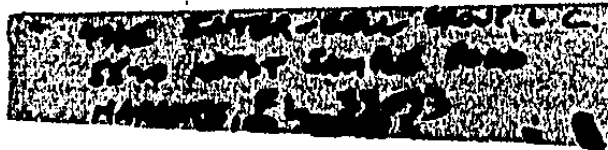


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***335.00 ***335.00

OFFICE USE ONLY

(City, State, Zip) (Phone #)

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1. The Inter-cell Group, L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

95 JUN 26 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Examiner's Initials

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

THE INTER-CELL GROUP, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

5520 WEST SAMPLE ROAD
MARGATE, FLORIDA 33073

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

MERCOM TRAINING, INC.
5520 WEST SAMPLE ROAD
MARGATE, FLORIDA 33073

INTERNATIONAL BROKERAGE + CONSULTING, INC.
5520 WEST SAMPLE ROAD
MARGATE, FLORIDA 33073

AMERICAN SERVICES GROUP INC.
5520 WEST SAMPLE ROAD
MARGATE, FLORIDA 33073

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be determined by a majority vote of the initial members in accordance with the provisions of the Operating Agreement.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be determined by a majority vote of the initial members in accordance with the provisions of the Operating Agreement.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

THE INTER-CELL GROUP, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 300⁰⁰
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 300⁰⁰. This total includes amounts from 2 and 3 above.

INTERNATIONAL BROKERAGE + CONSULTING, INC.

James G. Grier, PRES.

Signature of a member or authorized representative of a member.
(In accordance with section 605.011(2), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated therein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OF-
FICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____
THE INTERCELL GROUP, L.C.

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

JEROME SPILKA
(Name)
19238 CLOISTER LAKE LANE
(P.O. Box not acceptable)
BOCA RATON FL 33498
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above
stated limited liability company 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.

Jerome Spilka
(Signature)

6/21/95
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

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