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ELONA PEREZ
11707 ROLLING OAKS LANE
TAMPA, FLORIDA 33624

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P000000046367

May 2, 2000

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

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*****70.00 *****70.00

re: Articles of Incorporation
INTERNATIONAL CAPITAL RESOURCE, INC.

Gentlemen:

Enclosed please find the originally signed and notarized Articles of Incorporation for INTERNATIONAL CAPITAL RESOURCE, INC., along with a check in the amount of \$70.00 to cover the filing fees for filing these Articles..

I would appreciate processing these Articles of Incorporation at your earliest convenience.

Very truly yours,



Elona Perez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INTERNATIONAL CAPITAL RESOURCE, INC.

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the corporation is INTERNATIONAL CAPITAL RESOURCE, INC.

ARTICLE II
DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III
GENERAL NATURE OF THE BUSINESS

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

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$1.00.

ARTICLE V
PRINCIPAL AND REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of the corporation is Elona Perez, and the street address of the initial principal office of the corporation shall be 11707 Rolling Oaks Lane, Tampa, Florida 33624.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation shall be: Elona Perez, whose address is 11707 Rolling Oaks Lane, Tampa, Florida 33624.

INITIAL OFFICERS

This initial officers of this corporation shall be as follows: President and Secretary: Elona Perez. The officers shall serve until their resignation or until election of new officers at the Company's regular annual meeting of Stockholders.

ARTICLE VII
INCORPORATOR

The name and address of the Corporation's incorporator is Elona Perez, whose address is 11707 Rolling Oaks Lane, Tampa, Florida 33624.

ARTICLE VIII
AMENDMENT

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

ARTICLE IX
BY-LAWS

The initial By-laws shall be adopted by the Board of Directors subject to ratification by action of the shareholders. The power to alter, amend, or repeal the Bylaws or adopt new By-laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X
INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the By-laws.

ARTICLE XI
PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted

within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII

INDEMNIFICATION

If in the judgement of a majority of the entire Board of Directors, the criteria set forth in Section 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisee or heirs, in the manner and to the extent contemplated by Section 607.0850, as then in effect, or by any successor law thereto.

ARTICLE XIII

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 year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

IN WITNESS WHEREOF, the undersigned execute these Articles of Incorporation this 5th day of May 2000.



INCORPORATOR
Elona Perez

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 5th day of May 2000 by Elona Perez. Such person is known to me, and did not take an oath and produced a current Florida's driver's license number as identification.

FL DL L200-200-47-588-0



Adam M Joseph
My Commission CC863344
Expires August 16, 2003

Adam M. Joseph
Notary Public - (Signature)

Adam M. Joseph
Notary Public (Name typed/printed)

SEAL

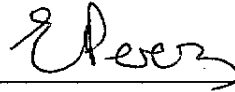
My Commission Expires:

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of Section 48.091 and 607.0501, Florida Statutes, INTERNATIONAL CAPITAL RESOURCE, INC., desiring to organize under the laws of the State of Florida, hereby designates Elona Perez, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 11707 Rolling Oaks Lane, Tampa, Florida 33624 as the business office of its Registered Agent, as its Registered Office.

Signed this 5th day of May, 2000.

INTERNATIONAL CAPITAL RESOURCE, INC.



Elona Perez
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of Sections 448.091 and 607.0505, Florida Statutes.

DATED this 5th day of May, 2000.



Elona Perez
Registered Agent