

P000000 79500

August 19, 2000

Department of Corporations:

Enclosed please find corrected ARTICLES OF INCORPORATION for International Consultants & Investment Group Limited Corp.

Thank you

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*****78.75 *****78.75

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.S. PLEASE USE THE PREPAID OVERNIGHT PACKAGE
THAT I HAVE SENT YOU WITH THE INITIAL
MAILING.

TELEPHONE: # 954-491-6245

6278 N. FEDERAL HIGHWAY
FT. LAUDERDALE FL 33308

F. CHESSEN

AUG 23 2000

W-20109

ok per
bc



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 15, 2000

GEORGE ELIA
6278 N FEDERAL HWY STE 170
FT LAUDERDALE, FL 33308-1916

SUBJECT: INTERNATIONAL CONSULTANTS & INVESTMENT GROUP LTD.
Ref. Number: W00000020109

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for INTERNATIONAL CONSULTANTS & INVESTMENT GROUP LTD. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

HOLDING THE EXPRESS MAIL ENVELOPE IN PENDING FILE TIL YOU RETURN THE DOCUMENTS.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 900A00043860

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL CONSULTANTS & INVESTMENT GROUP LIMITED CORP.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I- NAME

The name of this corporation is International Consultants & Investment Group Limited Corp.

ARTICLE II- PURPOSE OF CORPORATION

This corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III-PRINCIPAL OFFICE

The address of the principal office of this Corporation is 6278 North Federal Highway, Fort Lauderdale Florida 33308 and the mailing address is 6278 N. Federal Highway, Suite 170, Fort Lauderdale, Florida 33308.

ARTICLE IV - INCORPORATOR

The name and street address of the Incorporator of this Corporation is:

George Elia
6278 N. Federal Highway
Suite 170
Fort Lauderdale, Florida 33308

ARTICLE V - OFFICERS

The officers of the Corporation shall be:

President :	To be elected at Board of Director(s) meeting		
Secretary:	"-	"-	
Treasurer:	"-	"-	

whose addresses shall be the same as the principal office of the Corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI- DIRECTOR(S)

The Director(s) of the Corporation shall be:

George Elia

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VII- CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TWENTY MILLION (20,000,000)** shares of common stock, each share having the par value of .001.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLES VIII- SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE IX- POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law of these Articles of Incorporation

ARTICLE X- TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE XI-REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporations the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of anyother person, whether or not the Corporation shall have notice thereof.

ARTICLE XII-REGISTERED OFFICE AND REGISTERED AGENT

The Initial address of registered office of this Corporation is 6278 N. Federal Highway, Suite 170, Fort Lauderdale, Florida 33308. The name and address of the registered agent of this Corporation is George^y Elia , 6278 N. Federal Highway, Suite 170, Fort Lauderdale, Florida 33308.

ARTICLE XIII-BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

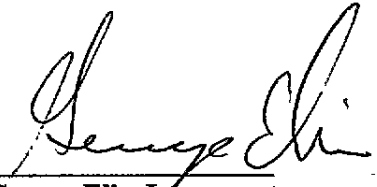
ARTICLE XIV-EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approved of the Secretary of State, State of Florida.

ARTICLE XV-AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statue of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida
this August 11, 2000.


George Elia, Incorporator

International Consultants & Investment Group Limited Corp. having a
business office identical with registered office of the Corporation name above, and having been
designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar
with and accepts the obligations of the position of Registered Agent under the applicable provisions
of the Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

By :


George Elia
REGISTERED AGENT