

P010000064617
interCast

www.iccgi.com

Communications Group, Inc.

Providing Webcasting Solutions for the Medical Device Industry

June 25, 2001

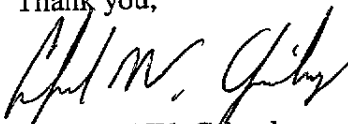
New Corporate Filings
Division of Corporations
409 E. Gains St.
Tallahassee Fl. 32399

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-06/27/01--01067--015
*****122.00 *****78.75

To Whom It May Concern:

Please find enclosed two copies of the Articles of incorporation, (1 original, 1 copy).
These are for immediate filing, also enclosed is a check in the amount of \$122.00 for
related fees including and providing a certified copy of the Articles.

Thank you,


Crawford W. Grimsley

FILED
01 JUN 27 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FL 32399

6-29-01
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**ARTICLES OF INCORPORATION
OF
INTERCAST COMMUNICATIONS GROUP, INC.**

FILED
01 JUN 27 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FL 32304

Article I – Name and Address

The name of this corporation is Intercast Communications Group, Inc. and the principal place of business and mailing address is 265 South Federal Highway # 332 ~~Pompano Beach, FL 33064~~.

DEERFIELD BCH. FL 33441

Article II – Commencement and Duration

This corporation shall commence on the date of filing of these Articles and the duration of this corporation is perpetual. The effective date of this corporation shall be the date of receipt by the Florida Department of State, Division of Corporations.

Article III - Capital Stock

This corporation is authorized to issue 55,000,000 shares of capital stock consisting of 50,000,000 shares of common stock, par value \$0.001 per share, and 5,000,000 shares of preferred stock, par value \$.001 per share. The preferred stock is subject to issuance by the board of directors (the "Board of Directors") in one or more classes by the filing of a certificate pursuant to the applicable law of the State of Florida. Except as expressly limited by Chapter 607, Florida Statutes, as amended from time to time, or its successor legislation, as amended from time to time, the authority of the Board of Directors with respect to each class shall include, but not be limited to, determination of the following:

- (i) Whether that class shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;
- (ii) The number of shares constituting that class and the distinctive designation of that class;
- (iii) The dividend rate on the shares of that class, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that class;
- (iv) Whether that class shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (v) Whether or not the shares of that class shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) Whether that class shall have a sinking fund for the redemption or purchase of shares of that class, and if so, the terms and amount of such sinking fund;

(vii) The rights of the shares of that class in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class; and

(viii) Any other relative rights, preferences and limitations of that class.

Article IV - Initial Registered Office and Agent

The name of this corporation's initial registered agent is Crawford Grimsley and the street address of the initial registered agent's office is 61 Greens Road, Hollywood, FL 33021.

Article V - Initial Board of Directors

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The name and address of the person who shall serve as the initial director until the first annual meeting of shareholders, or until his successor is duly elected is:

<u>Name</u>	<u>Address</u>
Crawford Grimsley	265 South Federal Highway # 332 Pompano Beach, FL 33064. DEERFIELD BCH FL 33441

Article VI - Incorporator

The name and address of the person signing these articles is:

Crawford Grimsley
265 South Federal Highway # 332
~~Pompano Beach, FL 33064.~~
DEERFIELD BCH FL 33441

Article VII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the board of directors and the shareholders.

Article VIII - Amendment

The 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.

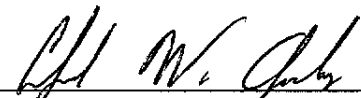
Article IX- Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the board of directors and the shareholders.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation. Notwithstanding the indemnification provided for by this Article X, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnitee(s) relating to or arising from any proceeding in which the Company asserts a direct claim (as opposed to a shareholders' derivative action) against the Indemnitee(s), whether such claim by the Company is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 28 day of May, 2001.



Crawford Grimsley, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

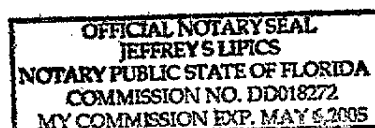
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BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Crawford Grimsley, known to me and known by me to be the person who executed the foregoing articles of incorporation, or who produced a Florida driver's license as identification, 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 this 8 day of June, 2001.


Notary Public

My commission expires: 5-6-05



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 STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST—THAT Intercast Communications Group, Inc.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF POMPAÑO
BEACH STATE OF FLORIDA,

HAS NAMED Crawford Grimsley
LOCATED AT 265 South Federal Highway # 332
~~Pompano Beach, FL 33064.~~
DEERFIELD BCH FL 33441

CITY OF

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
TITLE: Incorporator

DATE: May 28, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF 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 AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

DATE: May 28, 2001

FILED
01 JUN 27 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA