POLOCOTSSIO Requester's Name Address LAW OFFICES

PAUL D. NOVACK, P.A.

16900 N.E. 19TH AVENUE NORTH MIAMI BEACH, FLORIDA 33162

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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<u>o</u>	THER FILINGS	REGISTRATION/QI	TATUFICATION SE [1]
	Annual Report Fictitious Name	Foreign Limited Partnershi Reinstatement Trademark Other	>,., <i>∨</i> >

Examiner's Initials (1)

ARTICLES OF INCORPORATION

OF

2001 JUL 24 AM 9: 42

INTERNATIONAL CONSULTING NETWORK, INCLAHASSEE FLORIDA

I.

The name of this corporation is $\bf INTERNATIONAL$ CONSULTING NETWORK, $\bf INC...$

II.

The term for which this corporation shall exist shall be perpetual.

III.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

To engage in an array of activities including the production and promotion of events, conferences, public service projects, economic development programs and projects, international development and assistance programs and projects, public educational programs, grants identification and application services, and consulting services.

In addition, that of engaging in any activity or business permitted under the laws of the United States of America, its territories, districts, and possessions, and any activity or business permitted under the laws of the State of Florida, and to have, exercise, and enjoy the powers and privileges granted to corporations for profit by Chapter 607, Florida Statutes, as amended.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, of the attainment of any of the objects, or for the furtherance of the powers herein set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof;

provided, that the same be not inconsistent with the laws under which this corporation is organized.

IV.

The Corporation is authorized to issue one hundred (100) shares at no par value stock, which shares shall be designated "Common Stock."

V.

Officers/Directors shall be qualified for admission, and shall be admitted as members, in accordance with the by-laws of this corporation; a majority vote of the membership shall be required for the election of new Officers/Directors or for the removal of current Directors.

VI.

Unless otherwise provided for in the Articles of Incorporation, each holder of capital stock in this corporation shall be entitled at each shareholder's meeting to one vote for every share of stock standing in his name on the books of the corporation; but transferees of shares that are transferred on the books of the corporation within ten (10) days next preceding the date set for a meeting shall not be entitled to notice of or vote at the meeting.

VII.

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VIII.

The street address of the initial registered office of this corporation is: 3440 N. E. 192nd Street, A1Q, Aventura, FL 33180, and the initial registered agent at that address is Rimada C. Panchoo.

This corporation shall have as directors initially those persons designated in this Article below. The number of directors, and the manner of their election, will be provided for, by the By-Laws. The names and addresses of the initial directors of this corporation are:

NAME

ADDRESS

ASTRID KOWLESSAR, President/Treasurer

3440 N. E. 192nd Street, A1Q Aventura, FL 33180

RIMADA C. PANCHOO, Vice-President/Secretary

15780 N. E. 15th Avenue North Miami Beach, FL 33162

X.

The names and addresses of the initial officers of this for profit corporation shall be decided upon in accordance with the organization's by-laws. The terms of office and provisions for election and removal of officers_shall be set forth by said by-laws.

The name and address of the person signing these Articles is: ASTRID KOWLESSAR, 3440 N. E. 192nd Street, A1Q, Aventura, FL 33180.

XI.

If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms and give the Board of Directors thirty (30) days in which to place it with the stockholders. At the expiration of thirty (30) days, if no stockholder has purchased and settled for same, said stockholder or stockholders shall have the right to sell to whomever will purchase for the same sum and prices for which it was offered to the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of 5001.

ASTRID KOWLESSAR

STATE OF FLORIDA)

·) ss: COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in this state and county set forth above, personally appeared: ASTRID KOWLESSAR, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

The foregoing instrument was acknowledged before me this day of July 2001, by

ASTRID KOWLESSAR, who () is personally known to me, or () produced ASHGS

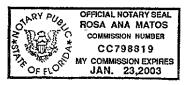
as identification and who did not take an oath.

NOTARY PUBLIC - STATE OF

Printed name of notari

Printed name of notary

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 STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT INTERNATIONAL CONSULTING NETWORK, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT: 3440 N. E. 192nd Street, A1Q, Aventura, Florida, HAS NAMED: RIMADA C. PANCHOO, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

ASTRID KOWLESSAR

DATE)

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 DUTIES.

RIMADA C. PANCHOO

DATE

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SECKETARY OF STATE
TALL AHASSEE FLORING