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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOLLOWELL ACCOUNTING

Service & Taxes

Phone: 941-748-8370
3737 Manatee Ave. W., Ste. B
Bradenton, Florida 34205
Fax: 941-747-0550
Email: fastax@ix.netcom.com

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: ICP, Inc.

Gentlemen:

Enclosed herewith please find two originals of Articles of Incorporation for the above corporation. Also, enclosed is our check, in the amount of \$78.75 for each corporation, to cover the following costs:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
Total Fees	\$78.75

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

Please return a certified copy of the Articles of Incorporation to my attention.

Sincerely,

Vicky H. Followell
Followell Accounting Service & Taxes Inc.
3737 Manatee Avenue West
Bradenton, Florida 34205

VHF/kif
Enclosures

FILED

ARTICLES OF INCORPORATION OF

ICP, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - Name

The name of the corporation is: ICP, Inc.

ARTICLE II – Existence

This corporation shall commence existence upon receipt and filing of these articles.

ARTICLE III – Purpose

The general purpose for which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV – Capital Stock

This corporation is authorized to issues 1,000 shares of common stock, each having a par value of \$1.00. The stock will be classified as 1244 stock for Internal Revenue purposes.

ARTICLE V – Initial Registered Office and Agent

The address of the initial registered office of this corporation is 2020 32nd Avenue East; Bradenton, FL 34208 and the name of the initial registered agent of this corporation at that address is Scott Schwind.

ARTICLE VI – Initial Corporate Office

The address of the initial corporate office of this corporation is 2020 32nd Avenue East; Bradenton, FL 34208.

ARTICLE VII – Initial Board of Directors

This corporation shall have 3 director initially. The number of directors may be increased or decreased from time to time by the By-Laws but there shall always be a least one director. The name and address of the initial director(s) of this corporation is/are:

NAME	ADDRESS
Scott Schwind	2020 32 nd Avenue East Bradenton, FL 34208
Ryan Fontaine	14806 7 th Avenue East Bradenton, FL 34202
Gerald Lanier	345 Rye Road Bradenton FL 34202

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Scott Schwind; 2020 32nd Avenue East; Bradenton, FL 34208.

ARTICLE IX – By Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders specifically provide that the By-Law is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE X – Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

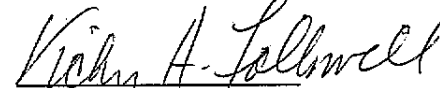

Scott Schwind

STATE OF FLORIDA

COUNTY OF Manatee

The foregoing instrument was acknowledged before me on this the 25th day of September, 2002.




Notary Public

ACCEPTANCE

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation


Scott Schwind