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**FLORIDA PROFIT CORPORATION OR P.A.**  
**interactive content exchange inc.**

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ARTICLES OF INCORPORATION  
OF

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Interactive Content Exchange Inc. and the initial address of this corporation shall be One Oakwood Blvd., Suite #120, Hollywood, Florida 33020.

ARTICLE II

This corporation may engage in any activity or business permitted under the Laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
7,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

This Instrument Prepared By:  
Louis H. Gavin, Esquire  
LOUIS H. GAVIN, P.A.  
2300 SW 106th Way  
Davie, Florida 33324  
(954) 424-8674  
Florida Bar No.: 0110840

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#### **ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **ARTICLE V**

This initial registered office of this corporation shall be at One Oakwood Blvd., Suite #120, Hollywood, Fl. 33020 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Henry Woodman.

#### **ARTICLE VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### **ARTICLE VII**

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

**PRESIDENT/VICE PRESIDENT/SECRETARY/TREASURER**

Henry Woodman  
One Oakwood Blvd.  
Suite #120  
Hollywood, Fl. 33020

#### **ARTICLE VIII**

The name and address of the Incorporator is Henry Woodman, One Oakwood Blvd., Suite #120, Hollywood, Fl. 33020.

## ARTICLE IX

No contract or other transaction between this corporation and any other Corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is so also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

## ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporation debts in any event.

## ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS, WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file

these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 14 day of January 2004.

  
Henry Woodman, Incorporator

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## ARTICLE XII

Effective Date of this corporation shall be January 15, 2004.

### CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that Interactive Content Exchange Inc., desiring to organize under the Laws of the State of Florida, has named Henry Woodman, One Oakwood Blvd., Suite #120, Hollywood, Fl. 33020, County of Broward, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of section 607.325 Florida Statutes.

  
Henry Woodman, Registered Agent

DATED: this 14 day of January 2004.

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