

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305)379-7907
Fax Number : (305)402-3141

FLORIDA PROFIT CORPORATION OR P.A.

Intelligent Capital Management Group Inc.

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Articles Of Incorporation
Of

Intelligent Capital Management Group Inc.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Intelligent Capital Management Group Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
8875 Hidden River Pkwy, Ste 300 1
Tampa, FL 33637
(813) 632-7882

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is TEN MILLION (10,000,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is TWO (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Michael Siegel
334 N.W. 1st St
Delray Beach FL, 33444

Karl Foust
334 N.W. 1st St.
DELRAY BEACH, FL 33444

SEVENTH: The name and address of the incorporator is:

Karl Foust
334 N.W. 1st St.
DELRAY BEACH, FL 33444

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EIGHTH: The name and address of the initial registered agent and the initial registered office is:

Karl Foust
334 N.W. 1st St.
DELRAY BEACH, FL 33444

NINTH: The mailing address and principal office of the corporation is:

Intelligent Capital Management
Group Inc.
334 N.W. 1st St.
DELRAY BEACH, FL 33444

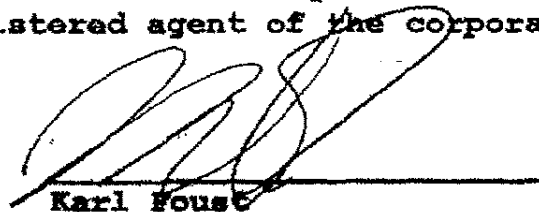
DATED: July 20, 2004



Karl Foust
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.



Karl Foust