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CS-12676

**John E. Boyce**  
**900 S US Highway One**  
**Suite 108**  
**Jupiter, Florida 33477**

March 7, 2005

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed are original and copy of Articles of Incorporation for International Monetary Capital Corporation, and my check in the amount of \$78.75. Would you please return a certified copy and receipt for fee to me at the above address in the envelope provided.

Thank you for your assistance.

Sincerely,



John E. Boyce

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CLERK OF COURT

**ARTICLES OF INCORPORATION**  
**OF**  
**INTERNATIONAL MONETARY CAPITAL CORPORATION**

The undersigned incorporator hereby files these articles of incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I**

The name of the Corporation shall be International Monetary Capital Corporation

**ARTICLE II**

The street address of the initial principal place of business of the Corporation is 900 South US Highway One, Suite 108, Jupiter, Florida 33477.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws the Florida Business Corporation Act, as amended from time to time.

**ARTICLE IV**

The aggregate number of shares of capital stock that the Corporation shall have to issue is 90,000,000 shares of Common Stock, \$0.0001 par value, and 30,000,000 shares of Preferred Stock, \$0.0001 par value, the preferences, limitation and relative rights of which may be determined by the board of directors in accordance with Section 607.0602 of the Florida Business Corporation Act.

**ARTICLE V**

The Corporation shall have perpetual existence.

**ARTICLE VI**

- A. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permitted under applicable law.
- B. The Corporation shall indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the

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fact that the person is or was a director, officer, employee or agent of the Corporation, or serves at the request of the Corporation as a director, officer, employee, or agent, or as a partnership, joint venture, trust or other enterprise, and their respective heirs, administrators, personal representatives, successor and assigns. Indemnification specifically provided by the Florida Business Corporation Act shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The Corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article VI or in refusing to do so upon advice of independent counsel.

- C. Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

#### ARTICLE VII

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

- A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors that shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the By-laws.
- B. The Board of Directors is expressly empowered to adopt, amend or repeal the By-laws of the Corporation. The stockholders shall also have the power to adopt, amend or repeal the By-laws of the Corporation; provided however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by these Articles of Incorporation, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the By-laws of the Corporation.
- C. The directors of the Corporation need not be elected by written ballot unless the By-laws so provide.

#### ARTICLE VIII

There shall be no preemptive rights.

**ARTICLE IX**

There shall be no cumulative voting for directors.

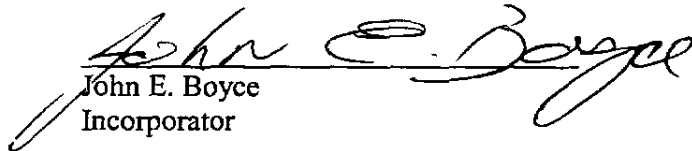
**ARTICLE X**

The name and address of the incorporator of the Corporation is John E. Boyce, 900 South US Highway One, Suite 108, Jupiter, Florida 33477.

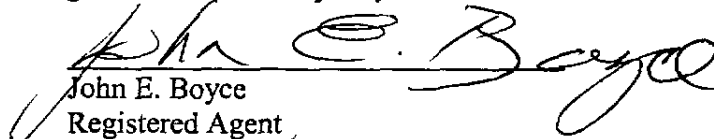
**ARTICLE XI**

The name and Florida street address of the registered agent is John E. Boyce, 900 South US Highway One, Suite 108, Jupiter, Florida 33477.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed, signed, and acknowledged this Certification of Incorporation this 7<sup>th</sup> day of March, 2005.

  
John E. Boyce  
Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place stated in this certificate, I am familiar with and accept the appointment as registered agent to act in this capacity.

  
John E. Boyce  
Registered Agent

Date: 03/21/05

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