

**P06000073388**

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**INVESTORS CAPITAL MANAGEMENT GROUP, INC.**

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May 25, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SUBJECT: INVESTORS CAPITAL MANAGEMENT GROUP, INC.  
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**ARTICLES OF INCORPORATION  
FOR  
INVESTORS CAPITAL MANAGEMENT GROUP, INC.**

06 MAY 25 AM 11:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is: INVESTORS CAPITAL MANAGEMENT GROUP, INC. (The "Corporation").
- SECOND:** The principal office address and mailing address of the corporation is: 1414 NW 107 Avenue, Suite 109, Miami, Florida 33172.
- THIRD:** The corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The name and address of the initial registered agent of the corporation is: Vivian A. Jaime, P.A., 555 N.E. 15<sup>th</sup> Street, Suite 100, Miami, FL 33132.
- FIFTH:** The name and address of the incorporator of the Corporation is: Vivian A. Jaime, Esq., 555 NE 15<sup>th</sup> Street, Suite 100, Miami, FL 33132.
- SIXTH:** The corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The corporation shall have TWO directors initially and the number of the director may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors of the corporation is:
- CARLOS BALZOLA  
1414 NW 107 AVENUE SUITE 109  
MIAMI, FLORIDA 33172
- GABRIEL BALZOLA  
1414 NW 107 AVENUE, SUITE 109  
MIAMI, FLORIDA 33172
- EIGHTH:** The corporation shall have TWO officers initially and the number of officers may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial officers of the corporation are:
- CARLOS BALZOLA, PRESIDENT  
1414 NW 107 AVENUE SUITE 109  
MIAMI, FLORIDA 33172
- GABRIEL BALZOLA, VICE-PRESIDENT  
1414 NW 107 AVENUE, SUITE 109  
MIAMI, FLORIDA 33172
- NINTH:** The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Act, as amended from time to time, relating to affiliated transactions.

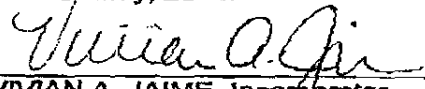
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TENTH: The Corporation expressly elects not to be governed by Section 807.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control of acquisitions.

ELEVENTH: The corporate existence of the Corporation shall commence on the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> of May, 2006.

  
VIVIAN A. JAIME, Incorporator

ACCEPTENCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 807.0505 of the Florida Business Corporation Act.

  
Print Name: Vivian A. Jaime

This instrument prepared by:  
Vivian A. Jaime, Esq.  
555 NE 15<sup>th</sup> Street  
Suite 100  
Miami, FL 33134

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