

P95000036015

KRISTOPHER E. FERNANDEZ
Attorney At Law

Post Office Box 10563
Tampa, FL 33679-0563

Telephone (813) 832-6340
Facsimile (813) 835-0403

April 14, 1995

Eff. Date: 4/14/95

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

3000001402873
-04/21/95- 01001-006
*****70.00 *****70.00

Re: Articles of Incorporation for International Capital Group, Inc.

Dear Sir/Madam:

Enclosed are the following:

1. Articles of Incorporation for the above-referenced entity.
2. Acceptance by Registered Agent and Registered Office.
3. Check in the amount of \$70.00 to cover your filing fees.

Enclosed you will also find a photocopy of the Articles. Please note that the Articles provide that the effective date of the Articles of Incorporation is April 14, 1995. Please return the copy to me with the filing date stamped on it.

RMP 5/8/95

Very truly yours,

Kristopher E. Fernandez
Kristopher E. Fernandez

Enclosures
cc: Cris Perez

502

EFFECTIVE DATE
4-14-95

RECEIVED
DEPT. OF STATE
TALLAHASSEE, FLORIDA

95 APR 21 PM 3:46

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 26, 1995

KRISTOPHER E. FERNANDEZ
ATTORNEY AT LAW
P.O. BOX 10563
TAMPA, FL 33679-0563

SUBJECT: INTERNATIONAL CAPITAL GROUP, INC.
Ref. Number: W95000008879

We have received your document for INTERNATIONAL CAPITAL GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 095A00019667

KRISTOPHER E. FERNANDEZ
Attorney At Law

Post Office Box 10563
Tampa, FL 33679-0563

Telephone (813) 832-6340
Facsimile (813) 835-0403

May 1, 1995

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

Re: Articles of Incorporation for International Capital Resource, Inc.

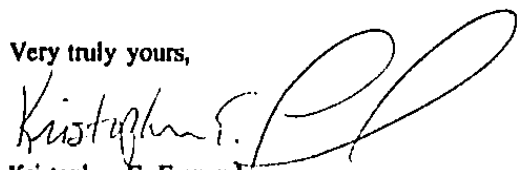
Dear Ms. McDuffie:

Pursuant to your letter dated April 26th, Letter Number 095A00019667, the name of the Corporation has been changed to International Capital Resource to make it distinguishable from an existing entity. Enclosed you will find;

1. Articles of Incorporation for the above-referenced entity.
2. Acceptance by Registered Agent and Registered Office.
3. A copy of your letter dated April 26, 1995.

Enclosed you will also find a photocopy of the Articles. Please note that the Articles provide that the effective date of the Articles of Incorporation is April 14, 1995. Please return the copy to me with the filing date stamped on it.

Very truly yours,


Kristopher E. Fernandez

Enclosures
cc: Cris Perez

ARTICLES OF INCORPORATION

OF

INTERNATIONAL CAPITAL RESOURCE, INC.

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a for-profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

1. NAME

The name of this corporation is:

INTERNATIONAL CAPITAL RESOURCE, INC.

2. TERM OF EXISTENCE

The date when the corporate existence shall commence shall be April 14, 1995, and the Corporation shall have perpetual existence thereafter.

3. PURPOSE

The purpose for which this corporation is organized is to transact any and all business for which a corporation may be incorporated under Florida laws, including the ownership and operation of real property.

4. CAPITAL STOCK

The corporation shall have the authority to issue 7,500 shares of common stock, in one class only, each with a par value of \$1.00.

5. REGISTER AGENT AND OFFICE
PRINCIPAL OFFICE AND ADDRESS

The registered agent of the Corporation shall be Kristopher E. Fernandez, Esquire

The registered office address shall be 3922 W. Tacon Street, Tampa, Florida 33606.

The principal place of business and mailing address of the corporation shall be 1109 W. Waters Avenue, Suite A, Tampa, Florida 33604.

6. BOARD OF DIRECTORS

The initial Board of Directors shall have one member whose name and address is as follows:

Cristino L. Perez
1109 W. Waters Avenue
Suite A
Tampa, Florida 33604

FILED

95 APR 21 PM 3:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

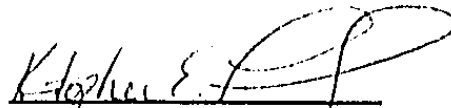
4-14-95

The number of directors may be raised or lowered by amendment of the bylaws of the Corporation, but shall in no case be less than one.

7. INCORPORATOR

The incorporator of this Corporation is Kristopher E. Fernandez, Esquire whose mailing address is 3022 Tacon Street Tampa, Florida 33620.

1996 In witness thereof, the undersigned incorporator has executed these Article of Incorporation this day of April, 1996.


Kristopher E. Fernandez, Esquire

ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for International Capital Resource, Inc., at 3022 Tacon Street, Tampa, Florida 33620, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.


Kristopher E. Fernandez, Esquire
Registered Agent