

**H95000043556**

6/06/95  
TO: DIVISION OF CORPORATIONS  
STATE OF FLORIDA  
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ARTICLES OF INCORPORATION  
OF  
ICON INTERNATIONAL OF SOUTH FLORIDA, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA; AND DO AGREE TO THE FOLLOWING CONDITIONS OF SAID CORPORATION:

ARTICLE I: NAME


THE NAME OF THIS CORPORATION SHALL BE: ICON INTERNATIONAL OF SOUTH FLORIDA, INC. BUSINESS SHALL BE CARRIED ON IN BROWARD COUNTY, FLORIDA AND ALSO WITHIN AND WITHOUT THE STATE OF FLORIDA, AND IN THE UNITED STATES OF AMERICA AND FOREIGN COUNTRIES AS MAY FROM TIME TO TIME BE DEEMED DESIRABLE OR EXPEDIENT.

ARTICLE II: NATURE OF BUSINESS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION AND THE OBJECTS AND PURPOSES THEREOF ARE AS FOLLOWS:

1. THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER CHAPTER 607 OF THE FLORIDA STATUTES.
2. TO MAINTAIN OFFICES IN CONNECTION WITH SAID BUSINESS AND WHERE NECESSARY, TO BUILD OR CONSTRUCT NEW FACILITIES OR ADDITIONS TO EXISTING FACILITIES IN CONNECTION WITH ITS BUSINESS.
3. TO BUY, SELL, MANUFACTURE, REPAIR, ALTER OR EXCHANGE, LET FOR HIRE, EXPORT OR DEAL IN ALL KINDS OF ARTICLES AND THINGS WHICH MAY BE REQUIRED FOR THE PURPOSE OF ANY OF THE SAID BUSINESS, OR COMMONLY SUPPLIED OR DEALT IN BY PERSONS ENGAGED IN ANY SUCH BUSINESS, OR WHICH MAY SEEM CAPABLE OF BEING PROFITABLY DEALT WITH IN CONNECTION WITH ANY OF THE SAID BUSINESS.
4. TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

Prepared By:

  
 Marc Friedman & Associates, Inc.  
 4186 NW 65 Avenue  
 Coral Springs, Fl 33067  
 (305) 752-3889

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**ARTICLE VII: DIRECTORS**

THIS CORPORATION SHALL NOT HAVE LESS THAN ONE (1) DIRECTOR, WHO NEED NOT BE STOCKHOLDERS. THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME AS THE STOCKHOLDERS DESIRE, IN ACCORDANCE WITH THE BYLAWS HEREOF, BUT AT NO TIME SHALL THERE BE A NUMBER LESS THAN ONE (1).

**ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS**

THE NAMES AND POST OFFICE ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE AS FOLLOWS:

<b>PRESIDENT:</b>	LLOYD A. TRAVERS 3803 CORAL TREE CIRCLE COCONUT CREEK, FL 33073
<b>VICE PRESIDENT:</b>	LLOYD A. TRAVERS 3803 CORAL TREE CIRCLE COCONUT CREEK, FL 33073
<b>TREASURER:</b>	LLOYD A. TRAVERS 3803 CORAL TREE CIRCLE COCONUT CREEK, FL 33073
<b>SECRETARY:</b>	LLOYD A. TRAVERS 3803 CORAL TREE CIRCLE COCONUT CREEK, FL 33073
<b>DIRECTORS:</b>	LLOYD A. TRAVERS 3803 CORAL TREE CIRCLE COCONUT CREEK, FL 33073

**ARTICLE IX: SUBSCRIBERS**

THE NAMES AND POST OFFICE ADDRESSES OF EACH SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES OF STOCK EACH AGREES TO TAKE, AND THE VALUE OF THE CONSIDERATION PAID THEREFOR ARE AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>	<u># SHARES</u>	<u>AMT PAID</u>
LLOYD A TRAVERS	3803 CORAL TREE CIRCLE COCONUT CREEK, FL 33073	500	500.00

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ARTICLE XI: AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE VOTING SHARES.

ARTICLE XII: POWERS OF THE BOARD OF DIRECTORS

IN FURTHERANCE AND NOT IN LIMITATION OF THESE POWERS CONFERRED BY STATUTE, THE BOARD OF DIRECTORS IS EXPRESSLY AUTHORIZED:

1. TO MAKE, ALTER, AMEND OR REPEAL THE BYLAWS OF THE CORPORATION.
2. TO FIX THE AMOUNT TO BE RESERVED AS WORKING CAPITAL AND TO AUTHORIZE AND CAUSE TO BE EXECUTED MORTGAGES, LIENS UPON THE PROPERTY, AND FRANCHISES OF THIS CORPORATION.
3. IF THE BY-LAWS SO PROVIDE, TO DESIGNATE BY RESOLUTION ONE OR MORE OF THEIR NUMBER TO CONSTITUTE AN EXECUTIVE COMMITTEE, WHICH COMMITTEE, TO THE EXTENT PROVIDED IN THE RESOLUTION OR IN THE BY-LAWS OF THE CORPORATION, SHALL HAVE AND MAY EXERCISE ANY OR ALL OF THESE POWERS OF THE BOARD OF DIRECTORS IN THE MANAGEMENT OF THE BUSINESS, AFFAIRS AND PROPERTY OF THE CORPORATION, DURING THE INTERVALS BETWEEN THE MEETINGS OF THE BOARD OF DIRECTORS, SO FAR AS MAY BE PERMITTED BY LAW.

ARTICLE XIII: INITIAL REGISTERED OFFICE AND AGENT

THE INITIAL POST OFFICE ADDRESS OF THE REGISTERED OFFICE AND THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION IS: LLOYD TRAVERS  
5434 W. SAMPLE RD #548  
MARGATE, FL 33073

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
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INCORPORATOR AND REGISTERED AGENT

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