networks

HEART ALL ACCOUNT NO. : 072100000032

REFERENCE : 84505A

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : May 20, 1996

ORDER TIME : 11:45 AM

ORDER NO. : 959533

CUSTOMER NO: 84505A

CUSTOMER: Mr. Michael Germino

INTEGRATED ACCOUNTING & TAX

SERVICES, INC. 927 East Klosterman Road

Tarpon Springs, FL 34689

DOMESTIC FILING

NAME: -INVESTMENT CAPITAL CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

502672 W96-10690



LORIDA DEPARTMENT

96 H W TO THE 13

FLORIDA DEPARTMENT OF STATE Sandra B. Morthum Secretary of State

May 20, 1996

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: INVESTMENT CAPITAL CORP.

Ref. Number: W96000010690

RESUBNUT

Please give briginal submission date as file date.

We have received your document for INVESTMENT CAPITAL CORP, and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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.

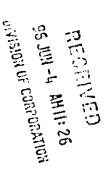
If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden Document Specialist

Letter Number: 496A00024989

RESUBMIT

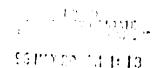
Please give original submission date as file date.



ARTICLES OF INCORPORATION

OF

ICC CAPITAL GROUP, INC.



Artiala I = NAME

The name of the corporation is ICC CAPITAL GROUP, INC.

Article II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

Article III = INITIAL REGISTERED OFFICE AND AGENT
The principal office, if known, or the mailing address of the corporation is:

1CC CAPITAL GROUP, INC. 4625 US 19 NEW PORT RICHEY, FL 34652

The name and street address of the Initial Registered Agent of this Corporation is:

MICHAEL GERMINO 927 EAST KLOSTERMAN ROAD TARPON SPRINGS, FL 34689

Article IV - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the applicable laws of the State of Florida, the United States, or any other county, state, territory or nation.

Article V - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED SHARES (500) shares of common stock having \$1.00 PAR VALUE.

Article VI = LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

Article VII - OFFICERS AND DIRECTORS

This corporation shall have <u>ONE</u> directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less then one (1).

The names and addresses of the initial director(s) are:

OSAMA EL ALAMI PRESIDENT, VICE PRESIDENT SECRETARY, TREASURER 4625 US 19 NEW PORT RICHEY, FL 34652

Article VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article IX - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

Article X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XI = INCORPORATOR

The name and address of the incorporator(s) signing these articles of Incorporation are:

OSAM'A EL ALAMI PRESIDENT, VICE PRESIDENT SE'RETARY, TREASURER 4625 US 19 NEW PORT RICHEY, FL 34652

IN WITHESS WEEDEOF, the undersigned subscriber(s) have executed these Articles of Incorporation on this day of ,

By:
DEARN EL. ALAMY

STATE OF Function

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Oloma. Af Chame identified by a Florida Driver License executed the

foregoing Articles of Incorporation.

IN WITHESS WHEREOF, I hereunto affixed my hand and seal, in the State and County aforesaid, this 81 day of may,

19 96

Daron & Swinger

Notary Public for the State of My commission expires:

OFFICIAL NOTARY SEAL
SHARON L SWINYER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC492547
MY COMMISSION D.P. 18 77 21,1939

CERTIFICA'E AND ACKNOWLEDGMENT OF REGISTERED AGENT

Cortificate of Registered Agent

11 11 11 11 11 11

of

ICC CAPITAL GROUP, INC.

Pursuant to Florida Statues Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

927 EAST KLOSTERMAN ROAD TARPON SPRINGS, FL 34689

has named Nichael Germino located at the aforesaid address, as its Registered Agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of the position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Mukul Dennine Registered Agent