

P960000065981

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

95 AUG -7 PM 2:55

AL JUL - / 1996,

REQUEST TAKEN CONFIRMED APPROVED

DATE 8/7/96

TIME 2:00 CK No. _____

BY CD

WALK-IN
Will Pick Up _____

RE: Inter-Commerce
Associates, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. Filing	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership Filing	_____	_____
<input type="checkbox"/> Foreign Corp. Filing	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. Filing	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S -	_____	_____
<input type="checkbox"/> Fictitious Name Filing	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate K11	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 Filing	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

CERTIFICATE OF INCORPORATION
OF
INTER-COMMERCE ASSOCIATES, INC.

FILED
SEP 13 - 7 PM 2:55
CLERK
FLA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do, by this Certificate set forth:

ARTICLE I
NAME

The name of this Corporation (which is hereinafter called the "**CORPORATION**") is :
INTER-COMMERCE ASSOCIATES, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business of the corporation shall be at: 2661 Airport-Pulling Road South, Suite B-105 & 106, Naples, Florida 34112, with the privilege of having branch offices within and without the State of Florida.

ARTICLE III
PURPOSE

The general nature of the business and the object and purposes to be transacted and carried on are to do any and all lawful business.

ARTICLE IV
CAPITAL STOCK

The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are:

DIRECTOR(S)

ADDRESS(ES)

Carlos Francisco Cavero

P.O. Box 10497
Naples, Florida 33941-0497
Number of Shares: 50

Andrew Wysocki

612 Lambton Lane
Naples, Florida 33942
Number of Shares: 50

Total Shares: 100 par value \$1.00, all of the proceeds of which will amount to at least \$100.00.

ARTICLE V
REGISTERED AGENT AND OFFICE

The Registered Agent and subscriber shall be: Carlos Francisco Cavero and his registered office shall be located at: 2661 Airport-Pulling Road South, Suite B-105 & 106, Naples, Florida 34112.

ARTICLE VI
BOARD OF DIRECTORS

The number of directors of the Corporation shall be not less than one (1) nor more than fifteen (15). The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

DIRECTOR(S)**ADDRESS(ES)**

Carlos Francisco Caverio

P.O. Box 10497
Naples, FL 33941-0497

Andrew Wysocki

612 Lambton Lane
Naples, FL 33942

ARTICLE VII
OFFICERS

The names and post office addresses of the President, Vice President, Secretary and Treasurer, who shall hold office until their successors are elected or appointed or have qualified are:

PRESIDENT:

Address:

Carlos Francisco Caverio
P.O. Box 10497
Naples, Florida 33941-0497

VICE-PRESIDENT:

Address:

Alicia Caverio
P.O. Box 10497
Naples, Florida 33941-0497

SECRETARY:

Address:

Alicia Caverio
P.O. Box 10497
Naples, Florida 33941-0497

TREASURER:

Address:

Carlos Francisco Caverio
P.O. Box 10497
Naples, Florida 33941-0497

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator signing this Certificate is:

Carlos Francisco Caverio
P.O. Box 10497
Naples, Florida 33941-0497

ARTICLE IX
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE X
INDEMNIFICATION

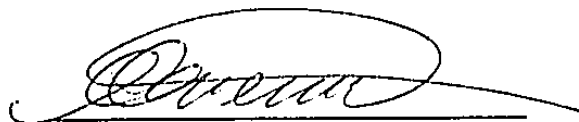
The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate of Incorporation on the date of signing.

Dated: August 5, 1996



Carlos Francisco Caveno
Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that **INTER-COMMERCE ASSOCIATES, INC.**, desiring to organize or qualify under the laws of the State of Florida, has named Carlos Francisco Caverio, located at 2661 Airport-Pulling Road South, Suite B-105 & 106, Naples, Florida 34112, as its agent to accept service of process within Florida.

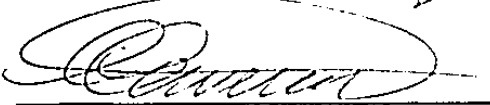
Dated: August 5, 1996


Carlos Francisco Caverio, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 5, 1996

Carlos Francisco Caverio


President
Registered Agent

FILED
6 AUG - 7 PM 2:56
CLERK OF DISTRICT COURT
NAPLES, FLORIDA