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GIBBONS, SMITH, COHN & ARNETT  
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ATTORNEYS AND COUNSELLORS AT LAW

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FILED  
SEP 10 1996  
TAMPA, FLORIDA

September 9, 1996

Via Express Mail

Secretary of State  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

800001948728  
-09/10/96--01137--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: I-CAP, INC. - Incorporation

Dear Sir:

Enclosed are the following items in connection with the filing of the Articles of Incorporation of the above-referenced corporation:

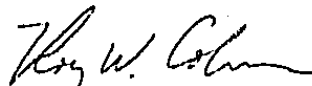
1. Original Articles of Incorporation;
2. Original Designation of Registered Agent and Registered Office;
3. Our check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy	52.50

Once filing is completed, please forward a certified copy of the Articles of Incorporation to this firm.

Thank you for your assistance in this matter.

Sincerely,

  
Roy W. Cohn

Enclosures  
RWC/ms/Cp-

cc: Earl Martin  
w/enclosures

F. CHESSEB SEP 12 1996

ARTICLES OF INCORPORATION  
OF  
I-CAP, INC.

The undersigned, for the purpose of forming a corporation, for profit, files these Articles of Incorporation with the Secretary of State of the State of Florida, pursuant to the Florida Business Corporation Act of the State of Florida, Chapter 607, Florida Statutes.

1. NAME. The name of the corporation is I-CAP, INC. (the "Corporation").

2. ADDRESS. The street address and the mailing address of the initial principal office of the Corporation is I-CAP, INC., 4616 West Kennedy Blvd., Tampa, Florida 33609.

3. NUMBER OF SHARES. The maximum number of shares which the Corporation is authorized to issue is 10,000 shares of common stock, having no par value per share.

4. NO PREEMPTIVE RIGHTS. No preemptive rights are granted to shareholders of the Corporation.

5. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the Corporation is 4616 West Kennedy Blvd., Tampa, Florida 33609, and the name of the initial registered agent is Earl R.H. Martin.

6. INCORPORATOR. The name and address of each incorporator for the Corporation is set forth immediately below:

Earl R.H. Martin      4616 West Kennedy Blvd.  
Tampa, FL 33609

7. BOARD OF DIRECTORS. The number of directors shall not be less than one. The number of directors may be increased or diminished from time to time by the By-laws adopted by the shareholders, but shall never be less than one. The name and mailing address of the first Board of Directors, who shall serve until the first annual meeting or until their successors shall have been elected and qualified:

Name

Address

Earl R. H. Martin      4616 West Kennedy Blvd.  
Tampa, Florida 33609

8. POWERS OF CORPORATION. The Corporation shall have and may exercise at all times all of the powers and rights to the maximum extent, and without restriction, as conferred upon corporations by the laws of the State of Florida and of the United States.

9. AMENDMENT. The corporation shall have the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in any manner now or hereafter permitted by statute.

EXECUTED this 5<sup>th</sup> day of September, 1996.

  
Earl R.H. Martin, Incorporator

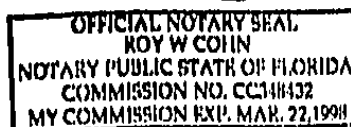
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

5<sup>th</sup> The foregoing instrument was acknowledged before me, this day of September, 1996, by Earl R.H. Martin, who is

personally known to me or who has produced \_\_\_\_\_  
as identification.

NOTARY PUBLIC

Sign: *Roy W. Cohen*  
State of Florida at Largo



DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

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Pursuant to Sections 48.091 and 607.0501, Florida Statutes, this Designation is submitted:

1. I-CAP, INC. is a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tampa, County of Hillsborough, State of Florida;

2. I-CAP, INC. hereby names Earl R.H. Martin, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;

3. I-CAP, INC. hereby designates as its registered office, the street address of said registered agent's place of business, which is 4616 West Kennedy Blvd., City of Tampa, County of Hillsborough, State of Florida 33609.

SUBMITTED this 5<sup>th</sup> day of September, 1996.

  
Earl R.H. Martin, Incorporator  
on behalf of I-CAP, INC.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, relative to keeping open said office.

By:   
Registered Agent

Date: September 5, 1996