

Daryl L. Johnson  
Intercultural Communications, Inc.  
18411 Keystone Grove Blvd.  
Odessa, FL 33556-4813

*P9700028343*

Feb 8 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
MAR 28 1997  
TALLAHASSEE, FL

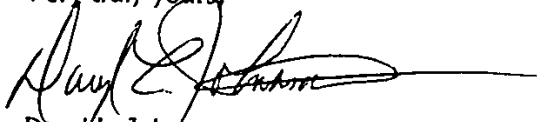
97 MAR 28 PM 12:06

Re: Intercultural Communications, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$122.50. This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above-named corporation.

Very truly yours,

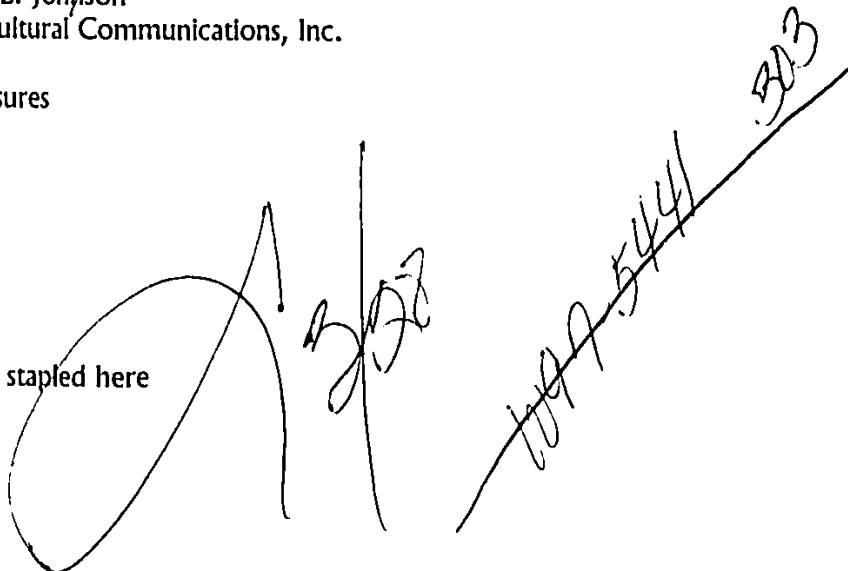


Daryl L. Johnson  
Intercultural Communications, Inc.

Enclosures

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-03/31/97--01147--005  
\*\*\*\*122.50 \*\*\*\*122.50

check stapled here





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 7, 1997

DARYL L. JOHNSON  
INTERCULTURAL COMMUNICATIONS INC  
18411 KEYSTONE GROVE BLVD.  
ODESSA, FL 33556-4813

SUBJECT: INTERCULTURAL COMMUNICATIONS, INC.  
Ref. Number: W97000005441

Your check is being returned as it is not payable to this office. Please make your check payable to the Secretary of State and return it in order to complete your filing.

YOUR DOCUMENT WILL BE RETAINED IN THIS OFFICE AWAITING THE ARRIVAL OF THE FILING FEES.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 797A00011845

**ARTICLES OF INCORPORATION**  
of  
**INTERCULTURAL COMMUNICATIONS, INC.**

FILED  
97 MAR 28 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name of the corporation is Intercultural Communications, Inc.

**ARTICLE II - DURATION**

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

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue one thousand (1,000) shares of one cent (\$.01) par value Common Stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

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

Daryl L. Johnson  
18411 Keystone Grove Blvd.  
Odessa, FL 33556-4813

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of the corporation is as follows:

Daryl L. Johnson  
18411 Keystone Grove Blvd.  
Odessa, FL 33556-4813

President

Tammy P. Johnson  
18411 Keystone Grove Blvd.  
Odessa, FL 33556-4813

Vice-President

The method of electing directors shall be stated in the corporation's bylaws.

#### ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is as follows:

Daryl L. Johnson  
18411 Keystone Grove Blvd.  
Odessa, FL 33556-4813

#### ARTICLE VIII - CORPORATE OFFICE

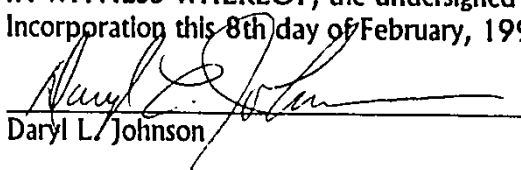
The corporation's principal office address and mailing address shall be as follows:

18411 Keystone Grove Blvd.  
Odessa, FL 33556-4813

#### ARTICLE IX - EFFECTIVE DATE

The corporation's effective date should be January 1, 1997.

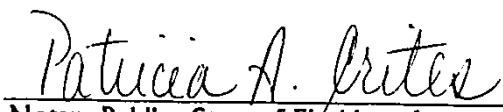
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of February, 1997.

  
Daryl L. Johnson

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Daryl L. Johnson and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 8th day of February, 1997.

  
Notary Public, State of Florida at Large  
My Commission Expires:



PATRICIA A CRITES  
My Commission CC478261  
Expires Jul. 10, 1998  
Bonded by ANB  
800-852-5878

CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF  
INTERCULTURAL COMMUNICATIONS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

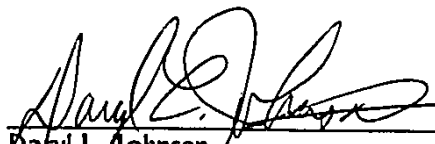
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

18411 Keystone Grove Blvd.  
Odessa, FL 33556-4813

has named Daryl L. Johnson, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

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

  
Daryl L. Johnson  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 MAR 28 PM 12:06

FILED