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W OF  
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FIELDSTONE LESTER & SHEAR  
IS OF COUNSEL TO:  
HANZMAN CRIDEN  
KORGE & CHAYKIN, P.A.

March 20, 1997

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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\*\*\*\*122.50 \*\*\*\*122.50

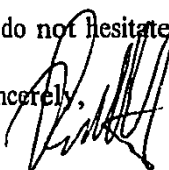
RE: International Communication Advisors, Inc.

To Whom it May Concern:

Enclosed for filing, please find an original and one copy of the Articles of Incorporation for the above named corporation together with a check in the amount of \$122.50. Please return a certified copy of the original to the undersigned in the enclosed self addressed stamped envelope.

Should you have any questions do not hesitate to contact the undersigned.

Sincerely,



Ronald R. Fieldstone

rfibronson\art.ltr  
03/20/97 4:27pm

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 27 PM 2:20

UFW 3-31-97

**ARTICLES OF INCORPORATION**  
**OF**  
**INTERNATIONAL COMMUNICATION ADVISORS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 27 PM 2:20

**ARTICLE I**  
**NAME**

The name of this corporation is INTERNATIONAL COMMUNICATION ADVISORS, INC.

**ARTICLE II**  
**PURPOSE**

The corporation shall be authorized to transact all legal business of any nature.

**ARTICLE III**  
**CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

**ARTICLE IV**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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

The street address of the initial principal and mailing office of this corporation is:

201 South Biscayne Blvd., Suite 2950  
Miami, Florida 33131

and the name and address of the initial registered agent of this corporation is:

Name	Address
Ronald R. Fieldstone	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

#### **ARTICLE VI COMMENCEMENT**

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

#### **ARTICLE VII INITIAL BOARD OF DIRECTORS**

This corporation shall have one director 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. The names and addresses of the initial directors of this corporation are:

Name	Address
Steven N. Bronson	201 S. Biscayne Blvd., Suite 2950 Miami, Florida 33131
James S. Cassel	201 S. Biscayne Blvd., Suite 2950 Miami, Florida 33131

#### **ARTICLE VIII INCORPORATOR**

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

Name	Address
Ronald R. Fieldstone	c/o Fieldstone Lester & Shear 200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

**ARTICLE IX  
BY-LAWS**

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X  
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

**ARTICLE XI  
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20<sup>th</sup> day of March, 1997.

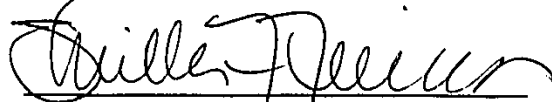


\_\_\_\_\_  
Ronald R. Fieldstone, Incorporator

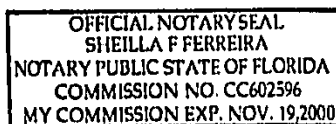
STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Ronald R. Fieldstone, who is known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20<sup>th</sup> day of March, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

INTERNATIONAL COMMUNICATION ADVISORS, INC.

2. The name and address of the registered agent and office is:

Ronald R. Fieldstone  
c/o Fieldstone Lester & Shear  
200 S. Biscayne Boulevard  
Suite 2100  
Miami, Florida 33131

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 27 PM 2:20



Ronald R. Fieldstone

Title: Incorporator

Date: March 20<sup>th</sup>, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Ronald R. Fieldstone

Date: March 20, 1997