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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 13, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Enclosed please find an original and one copy of the articles of incorporation for the corporation stated below, and a check in the amount of \$122.50.

Proposed Corporate Name

INTERNATIONAL CHARACTERS INC.

From: Ian Aldersley

4134 Gulf of Mexico Drive, Suite 302

Longboat Key, Fl. 34228

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Articles of Incorporation of:

International Characters Inc.

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TALLAHASSEE, FLORIDA

Article I Name:

International Characters Inc.

Article II Principal Office:

**4134 Gulf of Mexico Drive, Suite 302, Longboat Key,
Florida. 34236**

Article III Capital Stock:

**The Corporation is authorized to have 10,000 shares of common stock with a par value of
\$.01 (One cent) each.**

Article IV Terms of Existence:

**The term for which the corporation shall exist shall be perpetual, commencing on the
filing of these Articles with the Secretary of State, State of Florida.**

Article V Nature of business:

**This corporation is organized for the purpose of engaging in and transacting any or all
lawful business permitted under the laws of the State of Florida or any other State of the
United States.**

Article VI Name & Address of Incorporator (s)

**Ian Aldersley
4134 Gulf of Mexico Drive,
Suite 302, Longboat Key, Florida, 34228**

Article VII Initial Board of Directors:

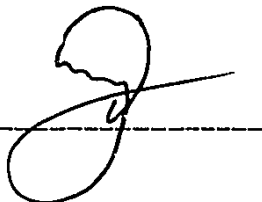
This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Director of this corporation is:

**Ian Aldersley
4134 Gulf of Mexico Drive
Suite 302, Longboat Key, Florida 34228**

The undersigned have executed these articles of incorporation this:

March 13, 1997

Signature: _____

A handwritten signature in black ink, appearing to be 'Ian Aldersley', written over a horizontal dashed line.

Name: Ian Aldersley

Title: President.

Certificate of Designation Registered Agent/Registered Office L E D

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

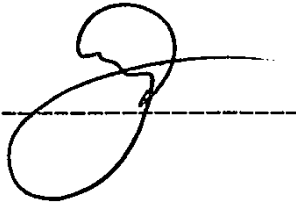
The name of the Corporation is:

International Characters Inc.

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

Ian Aldersley
4134 Gulf of Mexico Drive
Suite 302, Longboat Key, Florida 34228

Signature: _____



Title: President.

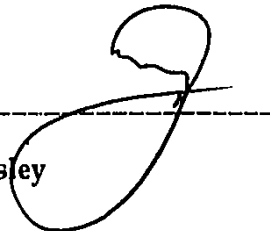
Date: 03.13.97.

Acceptance of appointment as
Registered Agent for

INTERNATIONAL CHARACTERS INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, 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.

Signature: _____



Name: Ian Aldersley

Title: President