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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

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NAME: INTERNATIONAL CAPITAL MANAGEMENT, INC.

AUDIT NUMBER.....H97000011497

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLES OF INCORPORATION
OF
INTERNATIONAL CAPITAL MANAGEMENT, INC.**

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

INTERNATIONAL CAPITAL MANAGEMENT, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :
**6194 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares having a par value of **ONE DOLLAR (1.00)** per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:
**JARED D'ARGENIO
KENNETH T. TRIPOLI
NELSON SCHEMITSARI
6194 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487**

ARTICLE V INCORPORATOR

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is (are):
**ANTHONY G. COLEMAN, JR.
6194 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487**

These Articles of Incorporation Prepared By:
**Anthony G. Coleman, Jr., P.A.
6194 North Federal Highway
Boca Raton, Florida 33487
(561) 998-5281
Florida Bar Number 368363**

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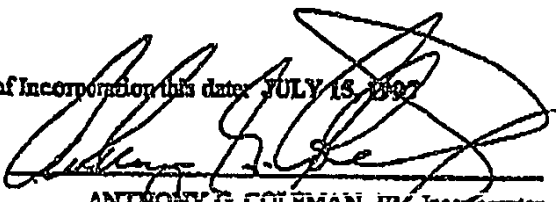
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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name(s) and address of the initial registered agent is:
ANTHONY G. COLEMAN, JR.
6194 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487

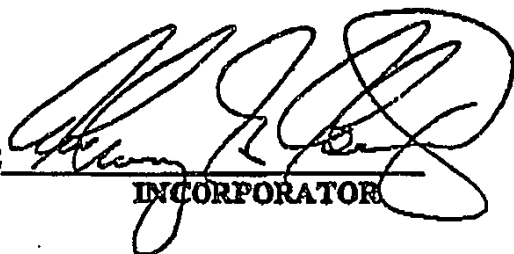
The undersigned has (have) executed these Articles of Incorporation this date: **JULY 15, 1997**


ANTHONY G. COLEMAN, JR., Incorporator

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.

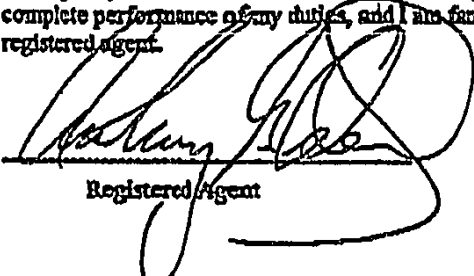
1. The name of the corporation is: **INTERNATIONAL CAPITAL MANAGEMENT, INC.**
2. The name and address of the registered agent and office is: **ANTHONY G. COLEMAN, JR.**
6194 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487


SIGNATURE
TITLE:

INCORPORATOR

DATE: JULY 15, 1997

Having been named Registered Agent 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.


Registered Agent

JULY 15, 1997

Date

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TALLAHASSEE, FLORIDA

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