

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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International Consumer
Group, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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EFFECTIVE DATE

- ✓ Art of Inc. File 728.97
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Name Reservation
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ✓ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC I or 3 File
- ___ UCC II Search
- ___ UCC II Retrieval
- ___ Courier

Signature

Requested by:

CJB 8.4 830
Name Date Time

Walk-In Will Pick Up

K2
8.4.97

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ARTICLES OF INCORPORATION
OF
INTERNATIONAL CONSUMER GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

EFFECTIVE DATE
7-28-97

INTERNATIONAL CONSUMER GROUP, INC.

The address of the principal office of this corporation shall be 101 N. Ocean Boulevard, Boca Raton, Florida 33232, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 101 N. Ocean Boulevard, Boca Raton, Florida 33232, and the name of the initial registered agent of the corporation at that address is IAN T. PAYNE.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually with the effective date of July 28, 1997.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and three directors, initially. The name and street addresses of the initial officer and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NATALIE PAYNE
Director/President

101 N. Ocean Boulevard
Boca Raton, Florida 33232

IAN T. PAYNE
Director/Vice President

101 N. Ocean Boulevard
Boca Raton, Florida 33232

BOBBIE PAYNE
Director/Secretary Treasurer

101 N. Ocean Boulevard
Boca Raton, Florida 33232

ARTICLE VII. SPECIAL PROVISION

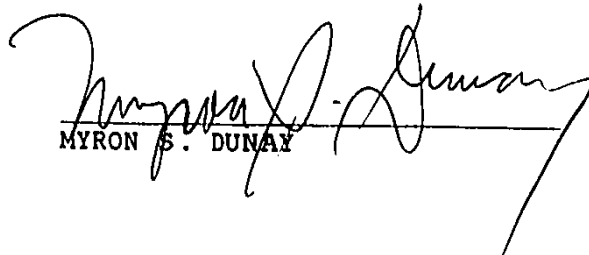
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation:

MYRON S. DUNAY
616 E. Atlantic Avenue
Delray Beach, Florida 33483

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on July 28, 1997.


MYRON S. DUNAY

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

IAN T. PAYNE having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



IAN T. PAYNE