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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: I.C.M., INC.

AUDIT NUMBER.....H97000015704

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

CERT. OF STATUS..0

PAGES..... 6

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97/29/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 23, 1997

EMPIRE

SUBJECT: I.C.M., INC.  
REF: W97000021759

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

NAME CONFLICT IS I.C.M. OF FLORIDA, INC. FILED ON 5/8/84.

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ARTICLES OF INCORPORATION  
OF  
INSTITUTIONAL CONSTRUCTION MANAGEMENT, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is INSTITUTIONAL CONSTRUCTION MANAGEMENT, INC. having its principal place of business at 9580 Sunrise Lakes Boulevard, Building 145, Apartment 212, Sunrise, Florida 33322.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue One Hundred (100) shares all of one class of Capital Stock, with a par value of \$5.00 per share.

ARTICLE V

The address of its initial registered office is 6950 Cypress Road, Suite 101, Plantation, Florida 33317 and the name of its initial registered agent at said address is DAVID S. TUPLER.

THIS INSTRUMENT PREPARED BY:

David S. Tupper, Esquire  
6950 Cypress Road, Suite 101  
Plantation, Florida 33317  
(954) 792-5400  
FBN: 608300

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#### ARTICLE VI

The number of directors and officers constituting its initial Board of Directors is one, whose name is:

AURELIA CAMPOLI  
President

9580 Sunrise Lakes Boulevard,  
Building 145, Apartment 212,  
Sunrise, Florida 33322

#### ARTICLE VII

The name and address of the incorporator is:

DAVID S. TUPLER ESQ.

6950 Cypress Road, Suite 101  
Plantation, Florida 33317

#### ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with no less than a two-thirds vote of the common stock.

#### ARTICLE IX

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

#### ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

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ARTICLE XI

Pursuant to Florida Statute Section 607.167(1), the effective date of the commencement of corporate existence is the 25 day of September, 1997, which is the date of subscription and acknowledgement of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, The undersigned has made and subscribed of these Articles of Incorporation at Plantation, Broward County, Florida on the 25 day of September, 1997.

D. S. T. 9/25/97  
DAVID S. TUPLER, ESQ.

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned appeared DAVID S. TUPLER, ESQ., who is to me personally known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

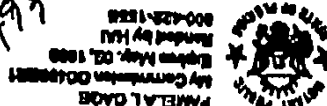
IN WITNESS WHEREOF, I have hereunto set my hand and my office seal at Plantation, in said County and State this 25th day of September, 1997.

Amber L. Page  
Notary Public, State of Florida

My Commission Expires:

D. S. T. 9/25/97  
DAVID S. TUPLER, ESQ.

STATE OF FLORIDA  
COUNTY OF BROWARD



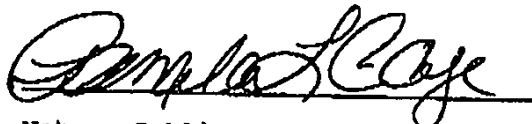
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BEFORE ME, the undersigned authority personally appeared DAVID S. TUPLER ESQ., who is to me personally known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Plantation, in said County and State this 25th day of September, 1997.



Notary Public, State of Florida

My Commission Expires:



PAMELA GAGE  
My Commission OC45221  
Expires May. 02, 1998  
Bonded by HAJ  
800-428-1995

std 99

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 607.34 Florida Statutes, the following  
is submitted, in compliance with said Act:

First that INSTITUTIONAL CONSTRUCTION MANAGEMENT, INC.  
desiring to organize under the laws of the State of Florida with  
its principal office, as indicated in the Articles of Incorporation  
at City of Ft. Lauderdale, County of Broward, State of Florida has  
named DAVID S. TUPLER, located at 6950 Cypress Road, Suite 101,  
Plantation, County of Broward, State of Florida, as its agent to  
accept service of process within this state.

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

By:

DAVID S. TUPLER  
Registered Agent

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TALLAHASSEE, FLORIDA

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