

Law Offices of
WILLIAM R. HEITZ, PA

William R. Heitz, Esquire

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

December 16, 1997

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-12/17/97--01062--010
****122.50 ****122.50

Subject: I.C.G.I. Public Communications, Inc.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and a certified copy of these articles.

A check for \$122.50 is enclosed. This represents payment for: \$35.00 Filing Fee, \$35.00 Designation of Registered Agent and \$52.50 for a Certified Copy.

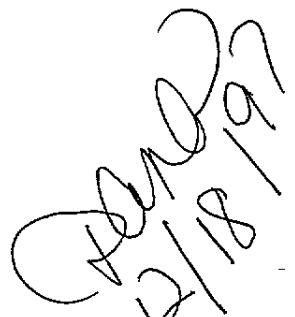
From: 

William R. Heitz, Esq.
President
William R. Heitz, P.A.
1801 South Federal Highway
Suite 245
Delray Beach, Florida 33483
(561) 274-7000
FBN: 0007640

FILED
97 DEC 17 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reply to: 1387 SW 18th Street, Boca Raton, Florida 33486
Phone 561-274-7000 Facsimile 561-347-8366

West Palm Beach • Delray Beach • Boca Raton


12/18/97

ARTICLES OF INCORPORATION
OF
I.C.G.I. Public Communications, Inc.

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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is I.C.G.I. Public Communications, Inc.

ARTICLE II

The existence of the corporation shall begin on December 16, 1997.

ARTICLE III

The street address of the principal office of the Corporation is 1801 South Federal Highway, Suite 305, Delray Beach, Florida 33483.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand (1000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1387 SW 18th Street, Boca Raton, Florida 33486. The initial registered agent for the Corporation at that address is William R. Heitz, P.A.

ARTICLE VI

The initial board of directors shall consist of one (1) member. The names and address of the persons who will serve on the initial board of directors are:

Name Address

Douglas C. Brough for Intercontinental Communications Group, Inc. 1801 South Federal Highway, Suite 305, Delray Beach, Florida 33483

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:


Name Address

William R. Heitz, Esq. 1387 SW 18th Street, Boca Raton, Florida 33486

ARTICLE VIII


The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 16th day of December, 1997.

Name: 
William R. Heitz, Esq.
For:
William R. Heitz, P.A.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for I.C.G.I. Public Communications, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

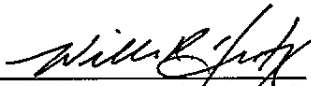
Name: 
William R. Heitz, Esq.
For:
William R. Heitz, P.A.

Date: December 16, 1997.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of I.C.G.I. Public Communications, Inc. , as the registered agent of this Professional Association, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Name:


William R. Heitz, Esq. for
William R. Heitz, P.A.

Address:

1387 SW 18th Street
Boca Raton, Florida 33486
Phone 561-274-7000
Fax 561-347-8366

Registered Agent

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