

P 98000000306

INTER CAPITAL PROPERTIES INC.

444 Brickell Avenue, Suite 718

Miami, Florida 33131

December 30th, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
97 DEC 31 PM 4:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Ref: Articles of Incorporation of INTER CAPITAL PROPERTIES, INC.

Dear Sirs,

Enclosed please find Articles of Incorporation of INTER CAPITAL PROPERTIES, INC., as well as check in the amount of \$ 122.50.

Kindly proceed with the filing and send back to us. An UPS envelope is herewith provided for that purpose.

Thanking you in advance for your attention and looking forward to hear from you, we remain,

Sincerely,

Wolfgang Uhl

Wolfgang Uhl
INTER CAPITAL PROPERTIES, INC.

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Encl.-

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ARTICLES OF INCORPORATION
OF
INTER CAPITAL PROPERTIES, INC.

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ARTICLE I
NAME OF CORPORATION AND CORPORATE ADDRESS

The name of this corporation is INTER CAPITAL PROPERTIES, INC., and the corporate address is: 444 Brickell Avenue, Suite 718, Miami, Florida 33131.

ARTICLE II
DURATION

This corporation has perpetual existence unless otherwise specified in the Articles of Incorporation.

ARTICLE III
PURPOSES

This corporation is organized for the purpose of transacting any and all business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of \$ 1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office for the corporation is: 444 Brickell Avenue, Suite 718, Miami Florida 33131, and the registered agent at that address is: Wolfgang Uhl.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation will have one director initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one (1) nor more than seven (7). The name and address of the initial Director of this corporation is: Wolfgang Uhl, President.

ARTICLE VII
INCORPORATION

The name and address of the person signing these Articles of Incorporation is: Wolfgang Uhl.

ARTICLE VIII
BY-LAWS

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

ARTICLE IX
INITIAL ISSUE OF STOCK

Name
Wolfgang Uhl

Shares
1000

ARTICLE X
APPROVAL OF SHAREHOLDERS FOR MERGER

The approval for the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by Law.

ARTICLE I
MEETINGS OF CONFERENCE

Members of the Board of Directors may participate in special meeting by conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in person, by each Director.

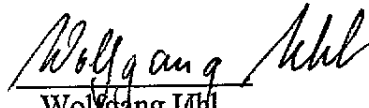
ARTICLE XII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions obtained in these Articles of Incorporation, or any amendment thereto. And any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII
INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of December 1997.

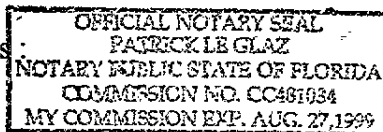

Wolfgang Uhl
Subscriber

STATE OF FLORIDA
COUNTY OF DADE

The foregoing document was acknowledged before me this 29 day of December 1997, by, who is personally known to me of who has provided passport as identification and who did take an oath.

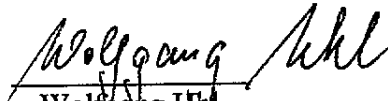
NOTARY PUBLIC
STATE OF FLORIDA

My commission expires



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative proper and complete performance of my duties.


Wolfgang Uhl

Address:
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Miami, Florida 33131

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