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April 29, 1998

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

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-05/01/98--01041--013
****122.50 ****122.50

Re: ICB Enterprises, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named corporation. Please file the original, certify and return the copy to our office.

Also enclosed is our check in the amount of \$122.50 for your fees for filing the Articles of Incorporation, Registered Agent Certificate, and for certifying the copy.

If you have any questions, please do not hesitate to contact me.

Sincerely,

GREENFELDER, MANDER, HANSON,
MURPHY & DWYER



Daniel L. Dwyer

DLD/mdw
Enclosures

FILED
98 MAY -1 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-5/5/98

ARTICLES OF INCORPORATION
OF
ICB ENTERPRISES, INC.

FILED
98 MAY -1 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this corporation is ICB ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and engaging in any activities or business for which corporations may be incorporated under Chapter 607, Florida Statutes as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares".

Such common stock shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock

of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal office of the corporation is 1015 North Bumby Avenue, Orlando, Florida, 32803. The street address of the initial registered office of this corporation is 1015 North Bumby Avenue, Orlando, Florida, 32803. The name of the initial registered agent of this corporation at that address is STEPHEN K. NEWMAN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation initially shall have one (1) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation; however, there shall never be less than one (1) directors.

The name and address of the initial Board of Directors of the corporation are:

STEPHEN K. NEWMAN
1015 North Bumby Avenue
Orlando, Florida 32803

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles are:

STEPHEN K. NEWMAN
1015 North Bumby Avenue
Orlando, Florida 32803

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the 29th day of April, 1998.



STEPHEN K. NEWMAN

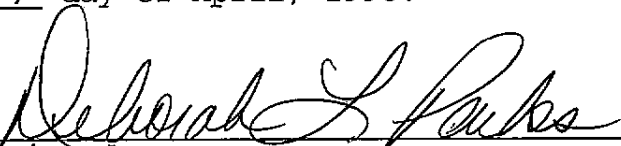
STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared STEPHEN K. NEWMAN, known by me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation and who furnished as proof of identification:

IN WITNESS WHEREOF I have set my hand and seal in the state

and county above this 29th day of April, 1998.


Printed name:
Notary Public

Commission:




CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That ICB ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1015 North Bumby Avenue, Orlando, Florida, 32803, has named STEPHEN K. NEWMAN, whose address is 1015 North Bumby Avenue, Orlando, Florida, 32803, as its agent to accept service of process within Florida.

DATED: April 29, 1998


SIGNED:


STEPHEN K. NEWMAN

ACCEPTANCE

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned hereby agrees to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED: April 29, 1998


STEPHEN K. NEWMAN
Registered Agent

FILED
98 MAY -1 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA