

Law Offices
Austin A. Frye

20900 West Dixie Highway
North Miami Beach, Florida 33180

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 2:40

20900004736
January 8, 1999

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

400002740004--9
-01/13/99--01067--005
****122.50 *****78.75

RE: ICS HOLDINGS INC.

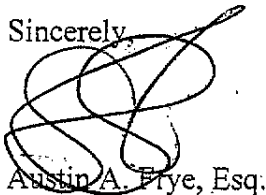
I have enclosed an original copy of the Articles of Incorporation for ICS Holdings Inc. and a check in the amount of \$122.50 payable to the Florida Department of State.

Please send a certified copy of the Articles of Incorporation to:

**Austin A. Frye, Esq.
20900 West Dixie Hwy.
N. Miami Beach, FL 33180**

Thank you for your cooperation with this matter.

Sincerely,



Austin A. Frye, Esq.

AAF/rd

Enclosures

**ARTICLES OF INCORPORATION
OF
ICS HOLDINGS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 2:40

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with the Florida Business Corporation Act.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

ICS Holdings Inc.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have

outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

Michael M. Matluck
18305 Biscayne Blvd., Suite 200
North Miami Beach, FL 33160

The principal address is the same.

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTOR

The name of the Initial Director of this Corporation and his street address is:

Michael M. Matluck
18305 Biscayne Blvd., Suite 200
North Miami Beach, FL 33160

The Initial Director shall hold office for the first year of existence of this Corporation

or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is:

Michael M. Matluck
18305 Biscayne Blvd., Suite 200
North Miami Beach, FL 33160

ARTICLE IX

AMENDMENT

The Corporation reserves the right, to amend or repeal any provisions contained in these Articles of Incorporation or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 5th day of January, 1999.



Michael M. Matluck, Incorporator

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

)
) SS.:
)

BEFORE ME, a Notary Public, personally appeared Michael M. Matluck to me known to be the persons described as Incorporator(s) and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at North Miami Beach, Miami-Dade County, Florida this 5th day of January, 1999.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



Ronald Davidovic
My Commission CC689829
Expires October 19, 2001

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 2:40

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Sections:

That ICS Holdings Inc., desiring to organize under the laws of the State of Florida, has named Michael M. Matluck, 18305 Biscayne Blvd., Suite 200, North Miami Beach, FL 33160, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named as registered agent to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Michael M. Matluck

Date: 1/5/99