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September 28, 1999

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-10/04/99-01113-010  
\*\*\*\*122.50 \*\*\*\*78.75

Secretary of State  
Division of Corporations  
The Capital  
Tallahassee, Florida 32301

Re: Articles of Incorporation for  
INTERNATIONAL CAPITAL ASSOCIATES, INC.

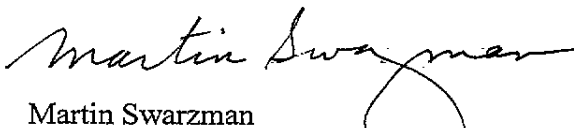
Gentlemen/Ladies:

Enclosed herewith find the original and duplicate copy of the Articles of Incorporation of the above named proposed corporation. The duplicate copy has been subscribed in the same manner as the original. Please endorse your approval of the Articles on the duplicate copy, certify it and return it to this office.

The enclosed check in the amount of \$122.50 is to cover the following items:

Filing Fee	\$ 35.00
Certified copy	52.50
Resident Agent Form	<u>35.00</u>
	\$122.50

Yours truly,

  
Martin Swartzman

Enclosure

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS 10/5/99

**ARTICLES OF INCORPORATION**  
**OF**  
**INTERNATIONAL CAPITAL ASSOCIATES, INC.**

The undersigned forms this corporation for profit in accordance with the Florida General Corporation Act.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is INTERNATIONAL CAPITAL ASSOCIATES, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of the corporation is 4770 Biscayne Boulevard, PH-F, Miami, Florida 33137.

**ARTICLE III - DURATION**

This corporation shall have perpetual existence commencing on the date these Articles are filed with the Secretary of State.

**ARTICLE IV - PURPOSES**

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, and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States or by the foreign country.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4770 Biscayne Boulevard, PH-F, Miami, Florida 33137 and the name of the initial registered agent of this corporation at that address is Martin Swarzman.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Martin Swarzman	4770 Biscayne Boulevard, PH-F Miami, Florida 33137
Milton Barbarosh	1900 Corporate Boulevard, Suite 305 West Boca Raton, Florida 33431

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

Martin Swarzman	4770 Biscayne Boulevard, PH-F Miami, Florida 33137
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#### ARTICLE X - INDEMNIFICATION

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

#### ARTICLE XI - 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.

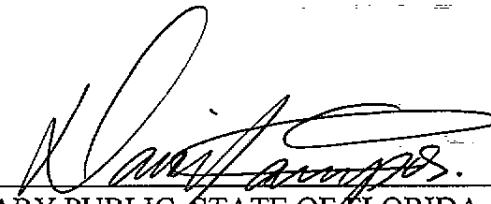
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28<sup>th</sup> day September, 1999.

  
MARTIN SWARZMAN

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of September, 1999, by MARTIN SWARZMAN, who is personally known to me.

My Commission Expires:

  
NOTARY PUBLIC, STATE OF FLORIDA  
DAISY CAMPOS

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

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That INTERNATIONAL CAPITAL ASSOCIATES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, State of Florida, has named MARTIN SWARZMAN whose address is 4770 Biscayne Boulevard, PH-F, Miami, Florida 33137, as its agent to accept service of process with this state.

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

  
MARTIN SWARZMAN

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA