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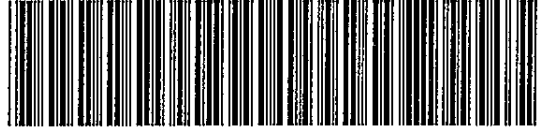
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2003 MAR 31 PM 12:57
CLERK OF STATE
TALLAHASSEE FLORIDA

154/4/03

LAW OFFICE OF
JONATHAN W. SHIRLEY, P.A.
ATTORNEY AND COUNSELOR AT LAW
171 CIRCLE DRIVE
MAITLAND, FLORIDA 32751

FILED

2003 MAR 31 PM 12:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
BOARD CERTIFIED TAX LAWYER

JONATHAN W. SHIRLEY

ADMITTED IN FLORIDA,
WEST VIRGINIA &

VIRGINIA

TELEPHONE (407) 629-8333
FACSIMILE (407) 629-8252

March 28, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Attention: New Filing Section

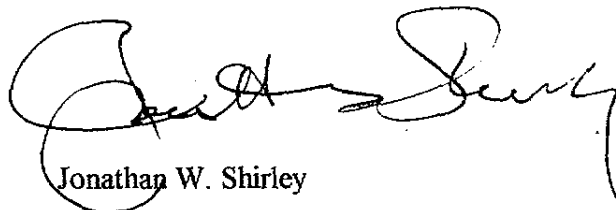
Re: Articles of Incorporation of Ocean Air Enterprises, Inc.

Gentlemen:

Enclosed are two original copies of the Articles of Incorporation of Ocean Air Enterprises, Inc., together with a check in the amount of \$122.50 in payment of the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee. Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

If you have any questions, please contact me.

Sincerely,



Jonathan W. Shirley

JWS/lp
Enclosures

EFFECTIVE DATE
3/28/03
**ARTICLES OF INCORPORATION
OF
OCEAN AIR ENTERPRISES, INC.**

FILED
2003 MAR 31 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be OCEAN AIR ENTERPRISES, INC.

ARTICLE II - DATE OF EXISTENCE

This Corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PRINCIPAL OFFICE

The mailing address of the principal office of this Corporation is 7500 Commerce Center Drive, Orlando, Florida, 32819, and the principal office of this Corporation shall be located at 7500 Commerce Center Drive, Orlando, Florida, 32819.

ARTICLE IV - CAPITAL STOCK

(a) The maximum number of common shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Two Million (2,000,000), of which One Million (1,000,000) shares having no par value per share shall be shares of Class A voting common stock and One Million (1,000,000) shares having no par value share shall be shares of Class B nonvoting common stock.

(b) The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of common stock of each class, are as follows:

1. Holders of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Holders of Class B - common stock shall be entitled to no vote for any share of Class B common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation.
2. Class A and Class B stock shall participate equally in dividend and liquidation rights.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 171 Circle Drive, Maitland, Florida, 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Jonathan W. Shirley. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Jonathan W. Shirley	171 Circle Drive Maitland, Florida 32751

ARTICLE VII - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be one (1).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Jonathan W. Shirley	171 Circle Drive Maitland, Florida 32751

ARTICLE VIII - INDEMNIFICATION

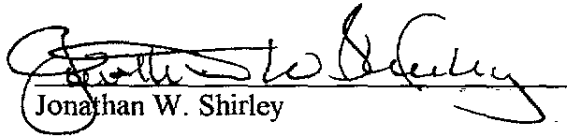
This Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - STOCK RESTRICTION AGREEMENTS

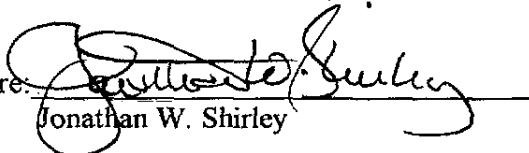
Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections §607.0731 and §607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections §607.0731 and §607.0627 of the

Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Maitland, Orange County, Florida, this 28th day of March, 2003.


Jonathan W. Shirley

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section §607.0505 of the Florida Statutes.

Signature: 
Jonathan W. Shirley

Date: March 28, 2003

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