Sharp & Smith, P.A.
ATTORNEYS AT LAW

William M. Sharp, Sr.
Karen R. Smith
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4830 W. Kennedy Blvd, Suite 745
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P96000070130

September 13, 1996

Claretha Golden, Document Specialist
New Filings Section
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

FILED
96 SEP 18 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Heron, Inc.

Dear Ms. Golden:

We previously filed Articles of Incorporation for Heron, Inc. (document number P96000070130) on August 22, 1996 and were thereafter notified by the Department of State that the articles were filed in error because there is another corporation in existence at this time with the name of Heron, Inc.

To correct this filing problem, we were requested to submit an amendment to the Articles of Incorporation. Please find enclosed the original and one copy of the First Articles of Amendment which reflects a change in the corporation name from Heron, Inc. to Oceania Investments, Inc.

Please return one stamped filed copy of the First Articles of Amendment to our office.

If you have any questions, please give us a call.

Sincerely,

Dianne Gradillas

Dianne Gradillas
Legal Assistant

/ddg
Enclosures

No Charge

Name Change
LFS 9-19-96

FIRST
ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
HERON, INC.

FILED
96 SEP 18 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Heron, Inc., a corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation, in accordance with the requirements of Chapter 607.1006, Florida Statutes, does hereby certify as follows:

1. The Amendment to the existing Articles of Incorporation being effected hereby is that resulting from completely deleting Article I of the Articles of Incorporation as of the date hereof, and substituting in its place the Article set forth below.

2. As amended below, Article I of the Articles of Incorporation has the sole effect of changing the Corporation's name.

3. This First Amendment to the Articles of Incorporation was approved by unanimous joint written consent of the stockholders and Board of Directors of the Corporation, adopted on the 12th day of September, 1996.

4. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid, and thereafter, Article I of the Articles of Incorporation of this Corporation shall read as follows:

****

ARTICLE I
<u>Name</u>

The name of this corporation shall be:

Oceania Investments, Inc.

****

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment of the Articles of Incorporation to be executed by its duly authorized President.

Heron, Inc.

Dated September 12, 1996

By: Stephen F. Hytha

Stephen F. Hytha, President

R64 1.2703

P96000070130

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0901
904-222-0100 FAX

800-342-8086

RECEIVED
96 AUG 22 PM 1:34
DIVISION OF CORPORATION

CSC networks

ACCOUNT NO. : 072100000032

REFERENCE : 062289 10992A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : August 22, 1996

ORDER TIME : 11:42 AM

ORDER NO. : 062289

CUSTOMER NO: 10992A

CUSTOMER: Ms. Dianne Gradillas
SHARP & SMITH, P.A.
Suite 745
4830 W. Kennedy Boulevard
Tampa, FL 33609

DOMESTIC FILING

NAME: HERON, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 22 PM 3:21

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: CF 8/22/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 22 PM 3:21

ARTICLES OF INCORPORATION
OF
HERON, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation shall be:

Heron, Inc.

ARTICLE II
Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

8703 Cobbler Place
Tampa, Florida 33615

ARTICLE III
Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful businesses for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV
Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of $0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to the corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V
Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI
Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 8703 Cobbler Place, Tampa, Florida 33615, and the initial registered agent of this corporation at such office shall be Stephen F. Hytha. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII
Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than ten (10) members, the exact number of directors to be fixed from time to time by the stockholders. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause. In the election of directors of this corporation, there shall be no cumulative voting of stock entitled to vote at such election.

ARTICLE VIII
Initial Board of Directors

The initial Board of Directors shall consist of one member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director is:

Name	Address
Stephen F. Hytha	8703 Cobbler Place Tampa, Florida 33615

ARTICLE IX
Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name	Address
Stephen F. Hytha	8703 Cobbler Place Tampa, Florida 33615

ARTICLE X
Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the by-laws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII
Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

Stephen F. Hytha

Stephen F. Hytha

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 22 PM 3:21

ACCEPTANCE OF SERVICE AS REGISTERED AGENT
OF
HERON, INC.

The undersigned, Stephen F. Hytha, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 14th day of August, 1996.

Stephen F. Hytha

Stephen F. Hytha