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****122.50 *****78.75

PAUL THILEM & CO
6554 NW 43RD COURT
CORAL SPRINGS, FL 33067
TEL. (954) 255-5435
FAX (954) 255-0299

Name of Person to contact: Paul Thilem
Address & Phone Number: as above
Amount of Money Sent: \$122.50

FILED
99 MAR 30 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Paul Thilem GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article VII
DATE 4/2/99
DOC. EXAM BP

B. BROCK APR 2 1999

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OUR SELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION SHALL BE: B.J. OCEANIC, INC.

ARTICLE II. NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS FIVE HUNDRED (500) SHARES OF COMMON STOCK, OF ONE DOLLAR (\$1.00) PAR VALUE.

ARTICLE IV. INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS WILL NOT BE LESS THAN ONE HUNDRED DOLLARS (\$100.00).

ARTICLES V. TERM OF EXISTENCE

THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

ARTICLE VI. ADDRESS

THE INITIAL STREET ADDRESS IN THE STATE OF THE PRINCIPAL OFFICE OF THE COPORATION SHALL BE: 3015 N. OCEAN BLVD
#112 A
FT. LAUDERDALE, FL 33348

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THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY.

THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR

OF THIS CORPORATION: OSCAR S. ROMAN
3530 MYSTIC PT.
AVENTURA, FL 33180

SHELDON FEINBERG
724 NE 126TH STREET
NORTH MIAMI, FL 33161

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESS OF THE INCOPORATORS:

OSCAR S. ROMAN
3530 MYSTIC PT.
AVENTURA, FL 33180

SHELDON FEINBERG
724 NE 126TH STREET
NORTH MIAMI, FL 33161

ARTICLE IX. BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND SHAREHOLDERS.

ARTICLE X. AMENDMENT

THIS 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 SHAREHOLDER IN SUBJECT TO THIS RESERVATION.

ARTICLE XI. S CORPORATION

THIS CORPORATION MAY BE AN S CORPORATION AS DEFINED BY THE INTERNAL REVENUE CODE.

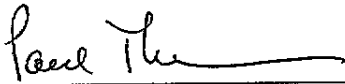
ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

THE REGISTERED AGENT, PAUL THILEM, LOCATED AT 6554 NW 43RD COURT, CORAL SPRINGS, FLORIDA 33067, ACCEPTS THIS POSITION AS SIGNED BELOW:



PAUL THILEM

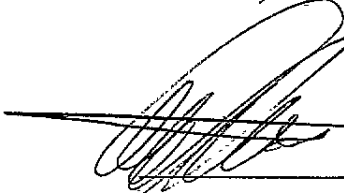
THE REGISTERED OFFICE WILL BE LOCATED AT 6554 NW 43RD COURT, CORAL SPRINGS, FLORIDA 33067.



PAUL THILEM

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IN WITNESS WHEREOF, THE UNDERSIGNED, AS SUBSCRIBING INCORPORATORS, HAVE HERE INTO SET OUR HANDS AND SEALS THIS 26 DAY OF March 1999 FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND HEREBY MAKE AND FILE, IN THE OFFICE OF THE SECRETARY OF THE STATE OF FLORIDA, THESE ARTICLES OF INCORPORATION, AND CERTIFY THAT THE FACTS ARE TRUE.


Shelby Perry

SWORN TO AND SUBSCRIBED BEFORE ME

THIS 26 DAY OF March 1999.


NOTARY PUBLIC



ELISE GROPPER
COMMISSION # CC733373
EXPIRES APR 13, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

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99 MAR 30 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA