

F98000002747

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

000002463240-8
-03/20/98-01044-001
*****70.00 *****70.00

SUBJECT: Ocean Breeze Enterprises, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Joel Zebell

(Name of Person)

Ocean Breeze Enterprises, Inc.

(Firm/Company)

5923 Boggs Ford Road

(Address)

Port Orange FL 32127

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

W98-6780

Joel Zebell

(Name of Person)

at (904) 257-2827

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

98 MAY 14 AM 10:54
H514
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 20, 1998

JOEL ZEBELL
OCEAN BREEZE ENTERPRISES, INC.
5923 BOGGS FORD RD
PORT ORANGE, FL 32127

SUBJECT: OCEAN BREEZE ENTERPRISES, INC.
Ref. Number: W98000006280

We have received your document for OCEAN BREEZE ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 098A00015165



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 3, 1998

JOEL ZEBELL
OCEAN BREEZE ENTERPRISES, INC.
5923 BOGGS FORD RD
PORT ORANGE, FL 32127

SUBJECT: OCEAN BREEZE ENTERPRISES, INC.
Ref. Number: W98000006280

We have received your document for OCEAN BREEZE ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

I am returning your resolution as the name "J AND L INC." is not available for use in Florida. Please select another name to adopt for use in Florida and call me to check availability.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 998A00017887

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

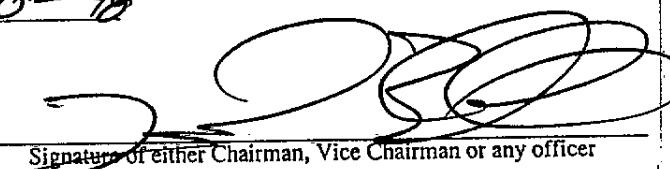
I, the undersigned JOEL ZEBELL
(Name) do hereby certify

that this Resolution of the Board of Directors of OCEAN BREEZE
ENTERPRISES INC.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE,
was duly adopted on FEB. 25th, 19 98.

Be it resolved, that OCEAN BREEZE ENTERPRISES INC.
(Corporate Name)
organized and existing in the State of DELAWARE, hereby adopts the name
O B E INC. for use in Florida.

Dated: MARCH 28th '98


Signature of either Chairman, Vice Chairman or any officer

JOEL ZEBELL
Type or print name

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DIVISION OF CORPORATIONS
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Ocean Breeze Enterprises, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 59-3496018

(FEI number, if applicable)

4. 02-25-98

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. March 1, 1998

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5923 Boggs Ford Road

Port Orange, FL 32127

(Current mailing address)

8. Transact business for Profit as set forth in the State of Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Joel Zebell

Office Address: 5923 Boggs Ford Road

Port Orange

, Florida,

32127

(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Joel Zebell

Address: 5923 Boggs Ford Road
Port Orange, FL 32127

Vice President: Larry Zebell

Address: 5923 Boggs Ford Road
Port Orange FL 32127

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  PRESIDENT
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JOEL ZEBELL
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OCEAN BREEZE ENTERPRISES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MARCH, A.D. 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 14 AM 10:54



Edward J. Freel, Secretary of State



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AUTHENTICATION: 8956190

DATE: 03-05-98