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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-5111

NAME: INTER-OCEAN INDUSTRIES, INC.

AUDIT NUMBER.....H98000015221

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 3

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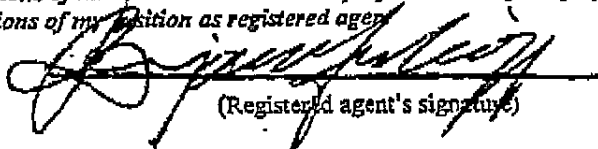
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. INTER-OCEAN INDUSTRIES 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. New York
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 1/2/62
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1140 Avenue of the Americas
New York, NY 10036
(Current mailing address)
8. Sale of consumer products
(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: Benjamin Fishoff
Office Address: 5001 Collins Avenue, # 7N
Miami, Florida, 33140
(Zip code)
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: Benjamin Fishoff

Address: 5001 Collins Avenue, # 7N
Miami, FL 33140

Director: _____

Address: _____

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

President: Benjamin Fishoff

Address: 5001 Collins Avenue, Apt. 7N
Miami, FL 33140

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Benjamin Fishoff, President
(Typed or printed name and capacity of person signing application)FILED
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State of New York } ss: Department of State

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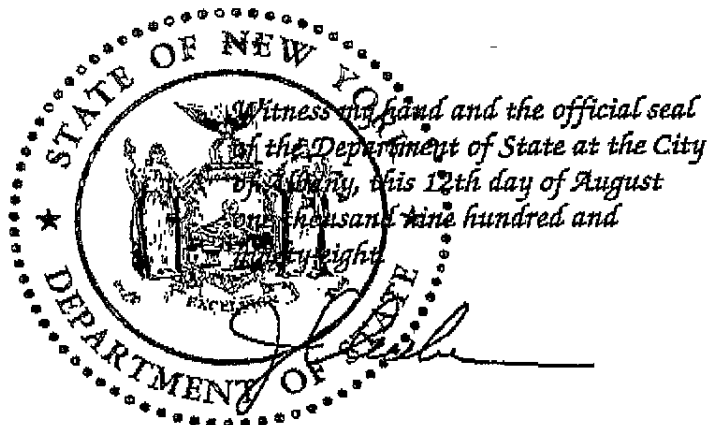
I hereby certify, that the certificate of incorporation of INTER-OCEAN INDUSTRIES INC. was filed on 01/02/1962, under the name of INTER-OCEAN ELECTRONIC CORPORATION, fixing the duration as perpetual, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Amendment INTER-OCEAN ELECTRONIC CORPORATION, changing name to INTER-OCEAN INDUSTRIES INC., was filed 02/27/1970.

A Biennial Statement was filed 07/28/1995.

A Biennial Statement was filed 01/08/1998.

I further certify, that no other certificates have been filed by such corporation.



Special Deputy Secretary of State

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BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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