

PO000079568



INTER-OCEAN PARTNERS, LTD.

Affordable Housing for a World Market

June 26, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700003352847--5
-08/10/00--01089--003
*****78.75 *****78.75

SUBJECT: Incorporation of Inter-Ocean Partners, Ltd.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the incorporation of Inter-Ocean Partners, Ltd. and a certified copy of the incorporation papers.

Please return certificate of incorporation to:

Richard A. Kaari
Inter-Ocean Partners, Ltd.
16965 Freshwind Circle
Jupiter, FL 33477
Tel: 561-744-5944
Fax: 561-744-3282

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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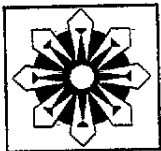
Thank you,


Richard A. Kaari
President

cc William Payne, C.E.O.

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W000-20200

cf
8/23/00



INTER-OCEAN PARTNERS, INC.

Affordable Housing for a World Market

August 19, 2000

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DIVISION OF CORPORATIONS
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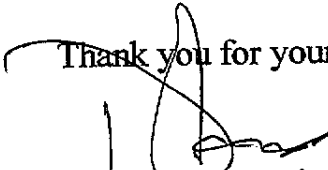
SUBJECT: Inter-Ocean Partners, Inc.
REF NO: W00000020206

FROM:

Richard A. Kaari
16965 Freshwind Circle
Jupiter, Florida 33477

Per your request we have changed the name of the corporation from INTER-OCEAN PARTNERS, LTD. to INTER-OCEAN PARTNERS, INC.

Thank you for your assistance.


Richard A. Kaari
President



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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 16, 2000

RICHARD A. KAARI
16965 FRESHWIND CIRCLE
JUPITER, FL 33477

SUBJECT: INTER-OCEAN PARTNERS, LTD.
Ref. Number: W00000020206

We have received your document for INTER-OCEAN PARTNERS, LTD..
However, the document has not been filed and is being returned for the following:

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

Please return the original and one copy of 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 600A00044148

EFFECTIVE DATE

8/8/00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
INTER-OCEAN PARTNERS, INC.**

The undersigned Incorporate(s), competent to contract, and where required, duly incensed to render the services mentioned in Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation shall be INTER-OCEAN PARTNERS, INC.

Article II- Purpose

The Corporation is formed to engage in and conduct any activity or business permitted under the laws of the United States and of this State.

Article III- General Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 3,000,000 shares of common stock having a nominal or par value of \$1.00 per share. 803,000 shares of common stock shall be issued as fully paid and non-assessable. 2,197,000 shares of common stock shall be un-issued.

The Corporation may restrict the transfer of the shares of its capital stock by any provisions duly recited or referred to on the certificates affected thereby.

Except as may otherwise be provided by the Board of Directors no holder of any shares of the stock of the Corporation shall have any preemptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe form, purchase, or otherwise acquire such shares.

The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights.

In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.,

Article IV- Initial Capital

The Corporation will commence business with not less than \$803,000.00 of its capital stock fully paid and issued.

Article V Terms of Existence

This Corporation shall have perpetual existence unless sooner dissolved according to law provided other requirements of the law are satisfied, corporate existence shall begin at the time of acknowledgment of these Articles or upon the date of receipt by the Secretary of State if not received by said office within five days of said acknowledgment

Article VI - Address

The principal office of the Corporation shall be 16965 Freshwind Circle, Jupiter, Florida 33477 U.S.A.. The Board of Directors, may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

Article VII - Director(s)

The Corporation shall have not less than (1) nor more than nine (9) Directors.. The number of Directors shall be determined by the Stockholders at their annual meeting.

Article VIII- Initial Director(s)

The following are the names and address of the Incorporators are as follows:

William Payne
7702 Indian Ridge Trail, North
Kissimmee, Fl 34747

Patricia Payne
7702 Indian Ridge Trail, North
Kissimmee, FL 34747

Richard A. Kaari
16965 Freshwind Circle
Jupiter, Fl 33477

Terry D. Kaari
16965 Freshwind Circle
Jupiter, Florida 33477

Carlos Alvarez
16735 – 123rd Terrace North
Jupiter, FL 33478

Marietta Alvarez
16735 – 123rd Terrace North
Jupiter, Florida 33478

Article X - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 16965 Freshwind Circle, Jupiter, Fl 33477 and the name of the initial registered agent of this Corporation at that address is Richard A, Kaari.

Article XI - Amendment

The corporation, by vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose, reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law and all rights confirmed on Stockholders herein are granted subject to this reservation.

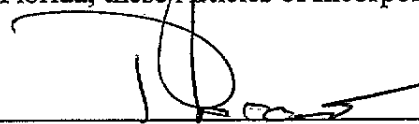
Article XII - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article XIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator(s), have hereunto set my hand and seal this 8th, day of August 2000 for the purpose of forming this Corporation under the laws of the State of Florida and I hereby make and cause to be filed in the Office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.



Richard A. Kaari

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Richard A Kaari, to me well known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same for the purposes therein expressed and who did not take an oath but who has produced a United States passport as identification. FL DR LIC # K600-741-31-147-0

WITNESS my hand and official seal this 20 day of August, 2000

NOTARY PUBLIC
STATE OF FLORIDA

(SEAL)
My Commission Expires:

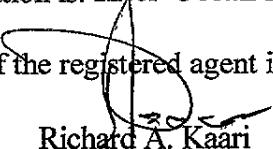


Marietta Alvarez
Commission # CG 882036
Expires Dec. 10, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Certificate of Designation of Registered Agent/Registered Office

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Inter-Ocean Partners, inc.**
2. The name and address of the registered agent is:



Richard A. Kaari
16965 Freshwind Circle
Jupiter, Florida U.S.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG 10 AM 10:37

Acknowledgement by Designated Agent

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



Richard A. Kaari
Secretary of the Corporation

Date: August 8, 2000