

PO1000008205

ANY OFFICES OF

Charles J. Goldman, P.A.

601 SOUTH FEDERAL HIGHWAY
HOLLYWOOD, FLORIDA 33020

BROWARD: (954) 920-1986
FAX: (954) 929-2440

January 17, 2001

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

Re: Oceanway Construction, Inc.

500003563445--5
-01/22/01--01133--009
*****70.00 *****70.00

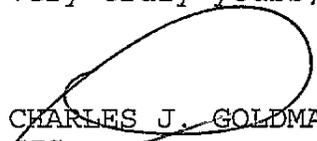
Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and return one filed copy to me in the envelope I have provided.

I am enclosing my check for \$70.00 covering:

\$35.00 Filing Fee
35.00 Certificate Designating Registered Agent

Very truly yours,


CHARLES J. GOLDMAN
CJG:csg
Enclosures

FILED
01 JAN 22 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

01 JAN 22 AM 10:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE OF INCORPORATION
OF
OCEANWAY CONSTRUCTION, INC.**

WE, THE UNDERSIGNED, hereby establish ourselves 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 a corporation for profit.

ARTICLE I

The name of the corporation shall be:

OCEANWAY CONSTRUCTION, INC.

ARTICLE II - PURPOSE

The general character or nature of the business to be transacted by this corporation is to 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 one time is FIVE HUNDRED (500) SHARES having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV - CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V - DURATION

The corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The initial street address of the corporation's principal office is: 710 SE 3rd Lane, Dania Beach, Florida 33004

ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

The corporation shall be a close corporation within the meaning of, and governed by, the Florida Close Corporation Act. The business of the corporation shall be managed by its shareholders pursuant to Chapter 607 of the Florida Statutes.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The names and addresses of the Directors are: MIKE CHEBUSKE, 710 SE 3rd Lane, Dania Beach, Florida 33004 and STEVE PAQUET, 314 SE 4th Terrace, Dania Beach, Florida 33004.

ARTICLE IX - SUBSCRIBERS

The name and address of each person signing these Articles of Incorporation as a subscriber is: Mike Chebuske, 710 SE 3rd Lane, Dania Beach, Florida 33004 and STEVE PAQUET, 314 SE 4th Terrace, Dania Beach, Florida 33004.

ARTICLE X - DISSOLUTION

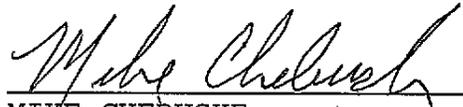
The corporation may be dissolved at any time by: (1) unanimous written consent of the shareholders; (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of

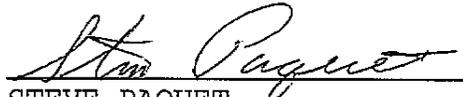
CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

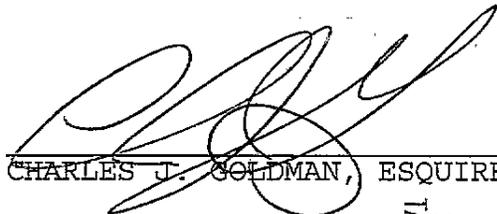
FIRST that OCEANWAY CONSTRUCTION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 710 SE 3rd Lane, Dania Beach, Florida 33004 has named Charles J. Goldman, P.A., located at 601 South Federal Highway, Hollywood, Florida 33020 as its agent to accept service of process within Florida.

Dated: 1-17-01


MIKE CHEBUSKE


STEVE PAQUET

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


CHARLES J. GOLDMAN, ESQUIRE

01 JAN 22 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED