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February 1, 2001

RUSH

VIA FEDERAL EXPRESS 809272310106

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Ocean Rise Investments, Inc.
Ocean Horizon Investments, Inc.
Boca Beach Investments, Inc.

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****236.25 ****78.75

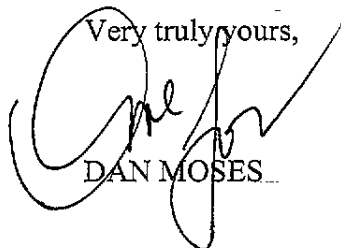
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2001 FEB -2 AM 8:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Ocean Rise Investments, Inc., Ocean Horizon Investments, Inc. and Boca Beach Investments, Inc., along with a Federal Express envelope to return the certified copies of said Articles to the undersigned and our check in the amount of \$236.25 representing your filing fee.

Thank you.

Very truly yours,


DAN MOSES

DM/lme
Enclosures

2/5/01

ARTICLES OF INCORPORATION OF BOCA BEACH INVESTMENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I - Name

The name of the corporation is **Boca Beach Investments, Inc.**

Article II - Purpose

The purpose for which corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings and to have a corporate seal. The corporation may also purchase, take, receive, lease or otherwise acquire, own, hold, improve, use or otherwise deal with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any and all of its property, franchise and income. It may conduct business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida. It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the state for the administration and regulations of the affairs of the corporation. The corporation shall have the power to make donations to the public welfare or for charitable, scientific or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of government policy. The corporation shall further have the power to pay pensions and establish pension plans and other incentive plans for any and all of its director, officers and employees of its subsidiaries. It may be a promoter, incorporator, general partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations,

partnerships and individuals including the direct and indirect obligations to the United States or any other government, state, territory or other governmental body. The corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

Article IV - Capital Stock

The aggregate number of shares which the corporation has the authority to issue is 1000 shares, all of which shall be common shares with par value of \$1.00.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent and Corporation's Principal Office Address

The street address of the initial registered office and principal place of business of this corporation is **23109 Aqua View, Unit 4, Boca Raton, Florida 33433**. The mailing address for said corporation is **23109 Aqua View, Unit 4, Boca Raton, Florida 33433**.

The name of the initial registered agent of this corporation is **Fady Shihadeh, 23109 Aqua View, Unit 4, Boca Raton, Florida 33433**.

Article VII - Directors

This corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial director of this corporation is: **Fady Shihadeh, 23109 Aqua View, Unit 4, Boca Raton, Florida 33433**.

Article VIII - Officers

The Initial officer of the corporation shall be:

President / Treasurer – Fady Shihadeh, 23109 Aqua View, Unit 4, Boca Raton, Florida 33433.

Vice President / Secretary – Jeanine Renzulli, 23109 Aqua View, Unit 4, Boca Raton, Florida 33433.


Article IX - Commencement of Existence

The corporation shall be deemed to commence its existence on : upon receipt by the Secretary of State.

Article X - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation to any amendment hereto, and any rights conferred upon the stockholders are subject to reservations.

IN WITNESS WHEREOF, we have subscribed our names this 1 day of February, 2001.

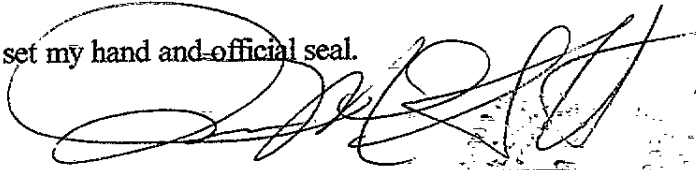

FADY SHIHADDEH

STATE OF FLORIDA)
): S.S.
COUNTY OF PALM BEACH)

On this 1 day of February, A.D., 2001, before me, a Notary Public for the State of Florida, the undersigned officer personally appeared **FADY SHIHADDEH** known to me to be the

person whose name is subscribed to the within instrument, and acknowledge that he executed the same of the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public, State of Florida

My Commission Expires:

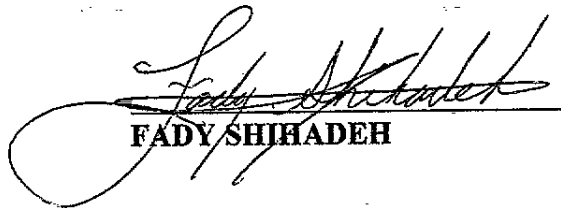


Lisa M. Elliott
MY COMMISSION # CC839912 EXPIRES
July 19, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE FOR REGISTERED AGENT

Having been named to accept service of process for **Boca Beach Investments, Inc.**, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 1 of February, 2001



FADY SHIHADAH

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SECRETARY OF STATE
TALLAHASSEE FLORIDA