

PO1000034272



ACCOUNT NO. : 072100000032

REFERENCE : 103182 4303929

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : April 4, 2001

ORDER TIME : 10:30 AM

ORDER NO. : 103182-005

100003958591--3

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst
Greenberg Traurig, P.a.

1221 Brickell Avenue

Miami, FL 33131-3238

DOMESTIC FILING

NAME: MJ OCEAN DRIVE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165
EXAMINER'S INITIALS:

2001 APR-4 PM 1:50
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 APR-4 AM 9:23
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

EFFECTIVE DATE

4/2/01

ARTICLES OF INCORPORATION

OF

MJ OCEAN DRIVE INC.

FILED

2001 APR -4 PM 1:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is MJ OCEAN DRIVE INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o M. Bridges, Farrer & Co., 66 Lincoln's Inn, London, WC2A3LH, United Kingdom.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$.01	common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors who is to serve as the Corporation's director until his successors are duly elected and qualified is:

Albert D. Quentel
1221 Brickell Avenue
Miami, Florida

ARTICLE VII

The officers are set forth below, to serve until the first annual meeting of directors or until respective successors have been duly elected and qualified:

Albert D. Quentel – President, Secretary and Treasurer

ARTICLE VIII

The name of the Incorporator is Albert D. Quentel and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE IX

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 3rd day of April, 2001, to be effective April 2, 2001.

A handwritten signature in black ink, appearing to read "Albert D. Quentel", is written over a horizontal line.

Albert D. Quentel
Incorporator

FILED

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

2001 APR -4 PM 1:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, having been named the Registered Agent of MJ OCEAN DRIVE INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



By: _____
Registered Agent
BRIAN COURTNEY, ASST. V.P.

DATED: April, 4 2001