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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations Fax Number : (850)205-0381

From:

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Account Name : EMPIRE CORPORATE KIT COMPANY Account Number : 072450003255 : (305)634-3694 Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

OCEAN EMPIRES, INC.

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ARTICLES OF INCORPORATION

OF

Ocean Empires, iNC.

ARTICLE I - CORPORATE NAME & ADDRESS

The name and address of the corporation is Ocean Empires, iNC. located at 1323 SE 17th St, Suite 216 Ft. Lauderdale, FI 33316

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one dollar (\$1.00) per value common stock.

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 her pro rata share thereof (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

The street address of the initial registered office of this 1323 SE 17th St, Suite 216 Ft, Lauderdale, Fl 33316 and the name of the initial registered agent of this corporation at that address is Carl Zaniboni

PREPARED BY:

ERIC YANKWITT 1975 EAST SUNRISE BLVD., SUITE 522 FT. LAUDERDALE, FLORIDA 33304 (954) 763-2829

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EMPIRE CORP

305 541 3770 P.03/04

ARTICLE VII ~ INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director initially. The number of Directors may be either increased of diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME: Carl Zaniboni

ADDRESS: 1323 SE 17th St, Suite 216 Ft. Lauderdale, Fl 33316

VIII - INCORPORATOR

The name and address of the person signing these Articles is Carl Zaniboni 1323 SE 17th St, Suite 216 Ft. Lauderdale, Fl 33316

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this Day of .2001

ari Zaniboli

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted, in compliance with said act:

First that Ocean Empires, iNC. desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at the City of Ft. Lauderdale, County of BROWARD, State of Florida has named Carl Zaniboni located at 1323 SE 17th St, Suite 216 Ft. Lauderdale, Fl 33316, county of BROWARD, State of Florida, as its agent to accept service of process within the state. → MAY-01-2001 11:59 EMPIRE CORP

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305 541 3770 P.04/04

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