

U.S. TITLE SERVICES, INC.

306 ALCAZAR AVENUE, SUITE 203
CORAL GABLES, FLORIDA 33134-4318
TELEPHONE (305) 442-9715
FAX (305) 441-7992

September 20, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-09/24/01--01094--001
*****78.75 *****78.75

RE: Oars Investment, Inc.

Gentlemen:

Enclosed please find two original duly executed Articles of Incorporation for the referenced corporation together with Lourides M. Diaz's check number 225 in the amount of \$78.25 to cover you fees.

Kindly file this corporation and return a filed copy of our offices so that we may effectuate a closing whereby the corporation in purchasing real property.

Very truly yours,

U.S. Title Services, Inc.

Silvia D. Larrieu, President

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2001 SEP 24 AM 9:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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9/26/01

ARTICLES OF INCORPORATION

OF

OARS INVESTMENT, INC.

ARTICLE I - NAME & ADDRESS

The name and address of this corporation is: *

OARS INVESTMENT, INC.
735 WEST 50 STREET
MIAMI BEACH, FLORIDA 33140

ARTICLE II - DURATION

This corporation is to exist perpetually and it shall commence its existence on the date of filing of the Articles of incorporation with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to transact any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of Common Stock at One Dollar (\$1.00) par value.

Shares may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the board of directors.

Treasury shares may be disposed of by the corporation for such consideration as may be determined from time to time by the board of directors.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment for the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 735 West 50 Street, Miami Beach, Florida 33140 and the name of the initial registered agent at that address is; Lourdes Diaz

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

Lourdes Diaz
735 West 50 Street
Miami Beach, Florida 33140

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such a person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjusted that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The right accruing to any person under the foregoing provisions shall not include any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation shall in any way be effected or invalidated by the fact that any of the directors or officers of such other corporation; any director individually, or any firm of which any directors may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provide that the fact he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTORS

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

Lourdes Diaz
735 West 50 Street
Miami Beach, Florida 33140

ARTICLE XII - BY LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be replaced or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

This corporation shall have all powers necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.


All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the director of the Board of Directors.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 4th, day of September, 2001

I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Lourdes Diaz

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