

P0200 0048727
TRANSMITTAL LETTER FILED

02 MAY -2 AM 10:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

500005222985--8
-04/09/02--01058--026
*****87.50 *****87.50

SUBJECT: Oceanview Capital Management, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Tracey Lynn Winslow
Name (Printed or typed)

Mastriana & Christiansen, PA
Address

1500 N. Federal Hwy., Suite 200
Fort Lauderdale, FL 33304
(800) 566-1239 X224
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

CD 5-3
(10) 10724



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 17, 2002

TRACEY L. WINSLOW
MASTRIANA & CHRISTIANSEN, PA
1500 N FEDERAL HWY STE 200
FT LAUDERDALE, FL 33304

SUBJECT: OCEANVIEW CAPITAL MANAGEMENT, INC.
Ref. Number: W02000010724

We have received your document for OCEANVIEW CAPITAL MANAGEMENT, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 202A00022803

ARTICLES OF INCORPORATION
OF
OCEANVIEW ASSET MANAGEMENT, INC.

FILED
02 MAY -2 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is OCEANVIEW ASSET MANAGEMENT, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock of \$1.00 par value.

ARTICLE V - PRINCIPAL OFFICE

The principal office address of OCEANVIEW ASSET MANAGEMENT, INC., is 3800 Galt Ocean Drive, No. 1608, Fort Lauderdale, FL 33308.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1500 North Federal Highway, Suite 200, Fort Lauderdale, Florida 33304, and the name of the initial registered agent of this corporation at that address is STEPHEN V. HOFFMAN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. 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. The name and address of the initial director of this corporation is:

**JOSEPH T. EVARISTO, PRESIDENT/DIRECTOR
3800 GALT OCEAN DRIVE, NO. 1608
FORT LAUDERDALE, FLORIDA 33308**

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is Stephen V. Hoffman, 1500 North Federal Highway, Suite 200, Fort Lauderdale, Florida, 33304.

ARTICLE IX - INDEMNIFICATION

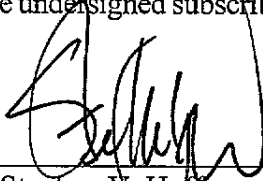
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - CONFLICTS OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not

such an officer or director of such other corporation not so interested. If there shall only be one director of the corporation at the time any meeting of the Board of Directors of this corporation would otherwise be required to authorize any such contract or transaction, and if the vote or consent of such interested director may not, by statute, be counted to authorize, approve or ratify the said act, contract or transaction, then and in that event, a majority of the shareholders of the corporation shall be authorized and empowered to authorize, approve or ratify any such act, contract or transaction with the same full force and effect as if the same had been authorized.

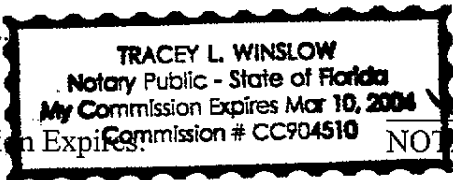
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of April, 2002.



Stephen V. Hoffman, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

Personally appeared before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, STEPHEN V. HOFFMAN, to me well known as the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed. *IN WITNESS WHEREOF*, I have hereunto set my hand and official seal this 25 day of April, 2002.



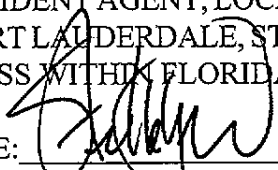


NOTARY PUBLIC, State of Florida

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

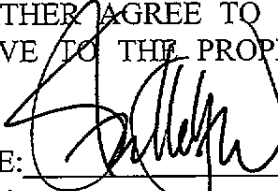
FIRST--THAT OCEANVIEW ASSET MANAGEMENT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF FORT LAUDERDALE, 3800 GALT OCEAN DRIVE, NO. 1608, FORT LAUDERDALE, FL 33308, BROWARD COUNTY, FLORIDA 33486, HAS NAMED STEPHEN V. HOFFMAN, AS RESIDENT AGENT, LOCATED AT 1500 NORTH FEDERAL HIGHWAY, SUITE 200, CITY OF FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
STEPHEN V. HOFFMAN

TITLE: SUBSCRIBER

DATE: 4-25-02

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
DATE: 4-25-02

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TALLAHASSEE, FLORIDA