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May 15, 2002

State of Florida
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Attention: Domestic Charter Filing Division:

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-05/15/02--01054--006
*****78.75 *****78.75

RE: OH-SHIP INCORPORATED

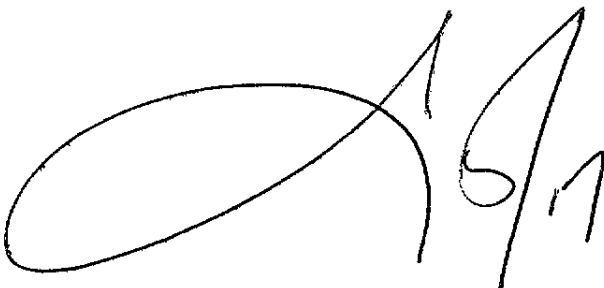
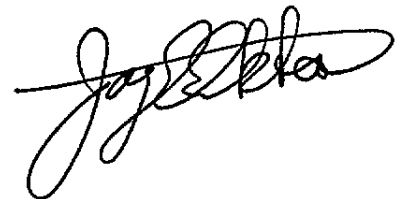
Dear Sir or Madam:

Please find attached the Charter for the above referenced domestic corporation together with a check for the \$70 filing fee and \$8.75 certified copy fee.

A return FedEx prepaid envelope is attached for return to me of the Certified Copy.

Thank you.

Sincerely,



FILED
02 MAY 15 AM 8:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

Of

OH-SHIPP INCORPORATED

FILED
20 MAY 15 AM 8:22
TALLAHASSEE FLORIDA
SECRETARY OF STATE

These Articles constitute the Articles of Incorporation of Oh-Shipp Incorporated.

Article I-Name

The name of the Corporation is Oh-Shipp Incorporated.

Article II-Principal Office

The principal office of the corporation is 29 St. George Place, Palm Beach Gardens, Fl 33418.

Article III-Purposes for Which Corporation is Formed

The Corporation is organized for the purpose of transacting any and all business of which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time-to-time.

Article IV-Duration

The term of existence of the Corporation is perpetual.

Article V-Capitalization

The total number of shares of all classes of capital stock of the Corporation which the Corporation shall have the authority to issue is 10,100,000, of which 10,000,000 shares having a par value of \$.0001 per share shall be designated as Common Stock and 100,000 shares having a par value of \$.0001 per share shall be designated as Preferred Stock.

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares in each series, the designation thereof and the relative rights, preferences and limitations of each series, and specifically the Board of Directors is authorized to fix with respect to each series (a) the dividend rate; (b) redeemable features, if any; (c) rights upon liquidation; (d) whether or not the shares of such series shall be subject to a purchase, retirement or sinking fund provision; (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (f) restrictions, if any, upon the payment of dividends on common stock; (g) restrictions, if any, upon the creation of

indebtedness; (h) voting powers, if any, of the shares of each series; and (j) such other rights, preferences and limitations as shall not be inconsistent with the laws of the State of Florida.

Article VI-Bylaws

The Board of Directors and Shareholders may amend, repeal or adopt any Bylaw of and for the Corporation, but the Shareholders may prescribe that any Bylaw so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

Article VII-Indemnification

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the corporation; (b) is or was serving at the request of the Corporation as an officer of another corporation, partnership, joint venture, trust or other enterprise (collectively, a "Business Entity"), (c) is or was an officer of the Corporation, provided that any such person is or was at the time a director of the Corporation; or (d) is or was serving at the request of the Corporation as an officer of another Business Entity, provided that any such person is or was at the time a director of the Corporation or a director of such other Business Entity, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation, as an officer, employee or agent of another Business Entity. No person falling within the purview of this paragraph may apply for indemnification or advancement of costs to any court of competent jurisdiction.

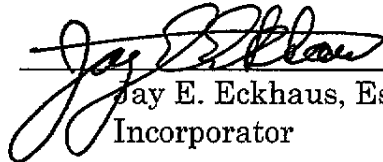
Article VIII-Incorporator

The name and address of the person signing these Articles of Incorporation as incorporator is Jay E. Eckhaus, Esq., 157 Windward Drive, Palm Beach Gardens, Fl 33418.

Article IX-Initial Registered Office and Initial Mailing Address

The street address of the initial registered office of the Corporation is 157 Windward Drive, Palm Beach Gardens, Fl 33417 and the name of the initial registered agent at that address is Jay E. Eckhaus, Esq.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of May, 2002.

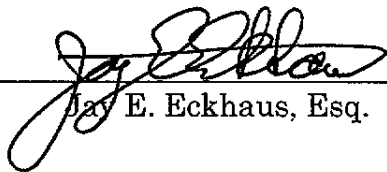


Jay E. Eckhaus, Esq.
Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Having been named in the Articles of Incorporation as registered agent for such corporation at the address indicated in such Articles, 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.

Date: May 13, 2002



Jay E. Eckhaus, Esq.

FILED
02 MAY 15 AM 8:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA