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LAW OFFICES  
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777 BRICKELL AVENUE  
SUITE 1070  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 373-0300  
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August 2, 2002

VIA FEDEX

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

300006897833--4  
-08/05/02--01058--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: 1545 Ocean Corp. (the "Company")

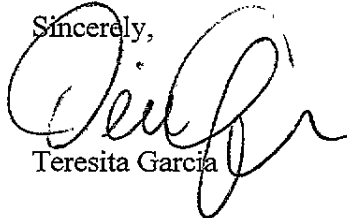
Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Articles of Incorporation along with our check for \$70.00 in payment of the filing fee.

Please return a stamped, certified copy of the Company's Articles of Incorporation in the enclosed self-addressed envelope.

If you have any questions, please call us.

Sincerely,

  
Teresita Garcia

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
1545 OCEAN CORP.**

**ARTICLE I**

**Name**

The name of the corporation is 1545 Ocean Corp. (hereinafter called the "Corporation").

**ARTICLE II**

**Principal Office**

The address of the principal office and the mailing address of the Corporation is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

**ARTICLE III**

**Capital Stock**

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

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

**ARTICLE IV**

**Initial Registered Office**

The street address of the Corporation's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, Florida 33131 and the name of its initial registered agent at such office is Teresita H. Garcia.

**ARTICLE V**

**Board of Directors**

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 two, and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's

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directors until their successors are duly elected and qualified are:

Menachem Leibel  
777 Brickell Avenue, Suite 1070  
Miami, Florida 33131

Mira Wagner de Leibel  
777 Brickell Avenue, Suite 1070  
Miami, Florida 33131

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## ARTICLE VI

### Incorporator

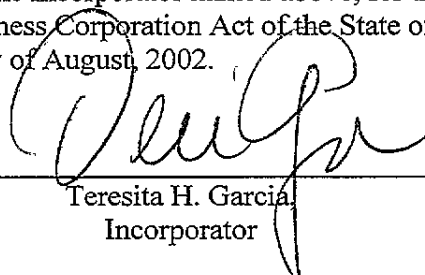
The name of the Incorporator is Teresita H. Garcia and the address of the Incorporator is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

## ARTICLE VII

### Indemnification

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.

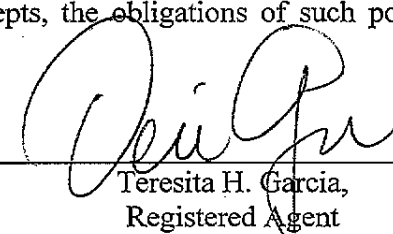
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 2nd day of August, 2002.

  
\_\_\_\_\_  
Teresita H. Garcia  
Incorporator

## ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of 1545 Ocean Corp. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

August 2, 2002

  
\_\_\_\_\_  
Teresita H. Garcia,  
Registered Agent