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FLORIDA PROFIT CORPORATION OR P.A.

OUT ISLAND COMPANIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	056
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D. WHITE SEP 10 2002

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**ARTICLES OF INCORPORATION
OF
OUT ISLAND COMPANIES, INC.**

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TALLAHASSEE FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: OUT ISLAND COMPANIES, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 330 North Andrews Avenue, Suite 440, Fort Lauderdale, Florida 33301.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

BRIAN A. PEARLMAN, ESQ., FLA. BAR #0157023
Adorno & Yoss, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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ARTICLE IV CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Twenty Million (20,000,000) shares, of which:

(1) Eighteen million (18,000,000) shares shall be designated as Common Stock with a par value of \$.0001 per share; and

(2) Two million (2,000,000) shares shall be designated Preferred Stock with a par value of \$.0001 per share. Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Thomas Conlan, 330 North Andrews Avenue, Suite 440, Fort Lauderdale, Florida 33301.

ARTICLE VII BOARD OF DIRECTORS

This Corporation shall have one (1) to seven (7) Directors, as determined by the Board.

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ARTICLE VIII INITIAL DIRECTORS

The names and addresses of the initial Directors of this Corporation are:

Daniel Bivins 330 North Andrews Avenue, Suite 440
Fort Lauderdale, FL 33301

Thomas Conlan 330 North Andrews Avenue, Suite 440
Fort Lauderdale, FL 33301

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Thomas Conlan, 330 North Andrews Avenue, Suite 440, Fort Lauderdale, Florida 33301.

ARTICLE X INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI AFFILIATED TRANSACTIONS

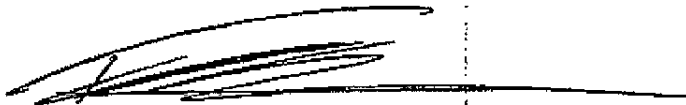
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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**ARTICLE XII
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on this 9 day of September, 2002.



Thomas Conlan

NO400964_1

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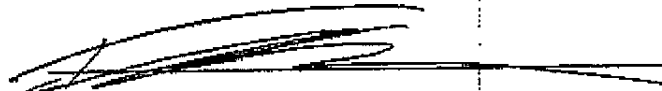
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

OUT ISLAND COMPANIES, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 330 North Andrews Avenue, Suite 440, Fort Lauderdale, Florida 33301, has named Thomas Conlan, 330 North Andrews Avenue, Suite 440, Fort Lauderdale, Florida 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Thomas Conlan

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