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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

OFFICE USE ONLY(DOCUMENT #)

**LAZARUS CORPORATE FILING SERVICE**

**3320 S.W. 87 AVENUE**

**MIAMI, FLORIDA (305)552-5973**

**TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)**

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. OVERSEAS CONSTRUCTION AND FINANCE,  
(Corporation Name) (Document #)

2. GROUP, INC.  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

Examiner's Initials

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TALLAHASSEE FLORIDA

## ARTICLES OF INCORPORATION

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be:

OVERSEAS CONSTRUCTION AND FINANCE GROUP, INC.

### ARTICLE II

The principal place of business and mailing address of this corporation shall be:

2441 SW 142 Place  
Miami, Fl, 33175

### ARTICLE III : SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 Shares Common Stock par value : \$ 1,000 each

### ARTICLE IV : INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Nelson I. Diaz  
3501 SW. 107 Av  
Miami, FL 33165

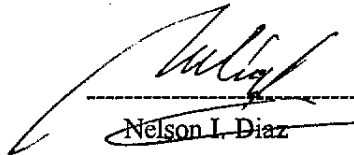
ARTICLE V INCORPORATOR(S)  
See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is

Nelson I. Diaz

3501 SW. 107 Ave, Miami, Flo. 33165

The undersigned incorporator(s) has (have) executed these Articles of Incorporation  
this October 12th., 2002.



Nelson I. Diaz

ARTICLE VI OFFICERS/ DIRECTORS:

Miguel Angel Chero  
President  
With 60% of the Shares

2135 Normandy Drive, Apt.312  
Miami Beach 33141, Fl., 33175

Nelson Diaz Pomar  
Vice- President and  
Treasurer.  
With 30% of the Shares

10541 SW 107 St.  
Miami, Fl. 33176

Julio C. Alva  
Secretary  
With 10% of the Shares

2441 SW. 142 Place  
Miami, fl. 33175

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is :

OVERSEAS CONSTRUCTION AND FINANCE GROUP, INC.

The name and address of the registered agent and office is:

Nelson I. Diaz  
(Name)

3501 SW. 107 Ave  
(Address)

Miami, FL 33165  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.*



Signature

Date 12-02-02  
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TALLAHASSEE FLORIDA  
SECRETARY OF STATE

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