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CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

O.C. Ventures, Inc.

✓ Art of Inc. File
___ LTD Partnership File
___ Foreign Corp. File
___ L.C. File
___ Fictitious Name File
___ Trade/Service Mark
___ Merger File
___ Art. of Amend. File
___ RA Resignation
___ Dissolution / Withdrawal
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✓ Cert. Copy
___ Photo Copy
___ *Certificate of Good Standing*
___ Certificate of Status
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Requested by:

Name	Date	Time
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ARTICLES OF INCORPORATION
OF
O.C. VENTURES, INC.

ARTICLE I
<u>NAME</u>

The name of this Corporation is O.C. Ventures, Inc. and its mailing address is 7500 SW 87th Court, Miami, Florida 33173.

ARTICLE II
<u>NATURE OF BUSINESS</u>

This Corporation is being formed for the following purposes:

a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the Corporation or which at any time appear conductive thereto or expedient.

ARTICLE III
<u>TERM OF EXISTENCE</u>

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV
<u>CAPITAL STOCK</u>

This Corporation is authorized to issue 1,000 shares of $1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 7500 SW 87th Court, Miami, Florida 33173, and the name of the initial registered agent of this Corporation is Oscar Cartaya, III.

ARTICLE VI
INITIAL DIRECTORS

The Corporation shall initially have one director. The number of directors may be either increased or diminished from time in accordance with the By-Laws, but shall never be less than one. The name and address of the initial Director of this Corporation is:

Name:	Address:
Oscar Cartaya, III	7500 SW 87th Court Miami, FL 33173

ARTICLE VII
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if director or directors have abstained from voting because of an interest in the matter to be voted on, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII
VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further the power to adopt, alter amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE XII
DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XIII
INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by the law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV
SPECIAL PROVISIONS

The following special provisions shall govern this Corporation:

a. No person shall be required to own, hold or control stock in this Corporation as a condition precedent to holding an office or directorship in this Corporation.

b. No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence or fraud, shall be affected or invalidated by the fact that any officer, officers, or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in any way interested.

ARTICLE XV
INCORPORATOR

The name and address of the person signing these Articles is:

Name:	Address:
Oscar Cartaya, III	7500 SW 87th Court Miami, Florida 33173

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 2nd day of January 2003.

Oscar Cartaya, III

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

On this 2nd day of January 2003, before me, the undersigned Notary Public of the State of Florida, personally appeared Oscar Cartaya, III, whose name is subscribed to the within instrument, and he acknowledges that he executed it.

WITNESS my hand and official seal.

Print Name: Lidia Cartaya
NOTARY PUBLIC, STATE OF FLORIDA

[Notary Public Seal of Office] ______________________
My Commission Expires:

OFFICIAL NOTARY SEAL
LIDIA P CARTAYA
COMMISSION NUMBER
DD007161
MY COMMISSION EXPIRES
APR. 6,2005

_X_ Personally known to me, or
____ Produced identification: Driver's License

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH

That O.C. Ventures, Inc. desiring to organize under the laws of the State of Florida, has named Oscar Cartaya, III, 7500 SW 87th Court, Miami, Florida 33173, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I accept the duties and obligations of section 607.0505, Florida Statutes.

Dated this 2nd day of January 2003.

REGISTERED AGENT:

____
Oscar Cartaya, III

2003 JAN -3 PM 2:01