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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003285
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

OCEANICA CORPORATION

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
OCEANICA CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is: OCEANICA CORPORATION (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is: 10862 Bal Harbor Drive, Boca Raton, FL 33498.
- THIRD: The corporation is authorized to issue 2,000 shares of common stock, par value \$.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 218 Almeria Avenue, Coral Gables, Florida 33134.
- FIFTH: The name and address of the incorporator of the Corporation is: Thomas G. Sherman, Esq., 218 Almeria Avenue, Coral Gables, Florida 33134.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have four directors initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than four. The name and address of the initial directors of the Corporation are: William Ramirez, Mercedes Ramirez, Luis Ramirez and William Ramirez Jr., all with an address of 10862 Bal Harbor Drive, Boca Raton, FL 33498.
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH: The 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.
- TENTH: The corporate existence of the Corporation shall commence on the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of January, 2003.

THOMAS G. SHERMAN, INCORPORATOR

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TOTAL P.03

This instrument prepared by:
Thomas G. Sherman, Esq.
218 Almeria Avenue
Coral Gables, Florida 33134

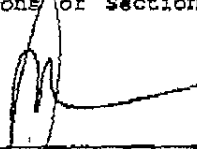
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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Print Name: Thomas G. Sherman

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TALLAHASSEE, FLORIDA

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