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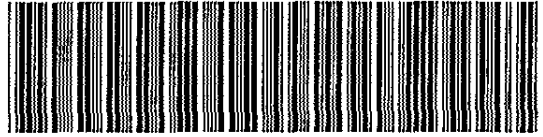
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REGISTRATION STATE
TOLSON, D.C. 20540

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AND NEW YORK

JOSHUA K. FRIEDMAN
DAVID C. KOTLER

PAULA S. GOLD (RETIRED)
GREGG H. GLICKSTEIN, OF COUNSEL

October 8, 2003

Via Federal Express 8400 3310 7770

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

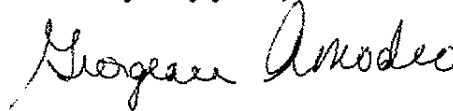
**Re: Incorporation of Ocean Sky Marketing, Inc.
File Number: 2-363-11**

Dear Sir/Madam:

Enclosed please find our law firm's check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) for the filing of the enclosed Articles of Incorporation and Certificate of Designation of Registered Agent relating to the above referenced Corporation. Please file the Articles and return a copy of the filed articles in the enclosed self-addressed stamped envelope.

Thank you for your assistance with this matter.

Very truly yours,



Georgeann Amodeo
Legal Assistant

/gla
Enclosures

ARTICLES OF INCORPORATION

OF

OCEAN SKY MARKETING, INC.

ARTICLE I

NAME

OCEAN SKY MARKETING, INC.

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03 OCT -9 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To acquire, own and operate a consulting and marketing business in Miami, Florida.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of

directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is *8034 NW 66th Street, Miami, Florida 33166* The initial registered agent of this corporation is JEFF ANDERSON with his address at *8034 NW 66th Street, Miami, Florida 33166*. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the Directors of this corporation are:

Name	Address
Jeff Anderson	8034 NW 66th Street Miami, Florida 33166
Arlene Benitah	8034 NW 66th Street Miami, Florida 33166

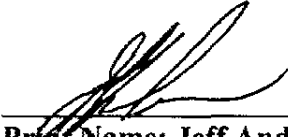
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **OCEAN SKY MARKETING, INC.**, is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of **Miami**, County of **Dade**, State of **Florida** has named **Jeff Anderson** located at **8034 NW 66th Street**, 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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



Print Name: Jeff Anderson
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA