

02/23/2004

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BERGER SINGERMAN - FORT LAUDERDALE

NO. 355 0001

Division of Corporations

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**P040000 35558**

Florida Department of State  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**OCEANWIDE FLORIDA ACQUISITION CORP.**

Certificate of Status	1
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NO.356 P002

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THIS INSTRUMENT PREPARED:  
THOMAS O. WELLS, ESQ.  
Florida Bar No.: 0785148  
Berger Singerman, P.A.  
200 S. Biscayne Blvd., #1000  
Miami, FL 33131

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ARTICLES OF INCORPORATION  
OF  
OCEANWIDE FLORIDA ACQUISITION CORP.  
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I  
NAME

The name of the Corporation is OCEANWIDE FLORIDA ACQUISITION CORP.

ARTICLE II  
ADDRESS

The mailing address of the Corporation is 8200 NW 23rd Street, Suite 316, Miami, Florida 33122.

ARTICLE III  
COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV  
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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**ARTICLE V**  
**CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is BSPA CORPORATE SERVICES, INC.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
Thomas O. Wells	200 South Biscayne Boulevard, Suite 1000 Miami, Florida 33131

**ARTICLE VIII**  
**AMENDMENTS**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23<sup>rd</sup> day of February 2004.

  
THOMAS O. WELLS, Incorporator

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Fax Audit No. H04000038677 3**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of OCEANWIDE FLORIDA ACQUISITION CORP., as made in the foregoing Articles of Incorporation, and agree to act in such 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 position as the initial Registered Agent of OCEANWIDE FLORIDA ACQUISITION CORP.

**BSPA CORPORATE SERVICES, INC.**  
Initial Registered Agent

Date: February 23, 2004By: 

THOMAS O. WELLS, Vice President

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