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04 AUG 10 AM 11:56
CLERK OF STATE
TALLAHASSEE, FLORIDA

758/11/04

August 3, 2004

Registration Section
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

Subject: USA Ocean Investments, Inc.

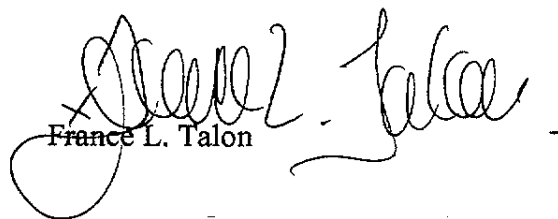
Dear Sir or Madam:

Serve this letter to enclosed the Articles of Organization and fee(s) for the amount of \$78.75 for its registration.

Please return all correspondence concerning this matter to the address shown in the Articles and if further information is needed regarding this matter, please contact: Coral Barrientos at (305) 534-7515 day time from 9:00 a.m. To 6:00 pm.

I remain,

Respectfully,


France L. Talon

**ARTICLES OF CORPORATION
FOR
USA OCEAN INVESTMENTS, INC.**

**ARTICLE I
NAME**

The name of this Corporation is : USA Ocean Investments, Incorporated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE II
PRINCIPAL AND MAILING ADDRESS**

The principal place of business is :

11600 NE 10 Ave. Biscayne Park, FI 33161

and the mailing address of this corporation is:

11600 NE 10 Ave. Biscayne Park, FI 33161

**ARTICLE III
DURATION**

This Corporation shall have a perpetual existence, unless dissolved according to law.

ARTICLE IV

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporation may be incorporated under the Florida General Corporation Act. This corporation have and exercise all the powers now or hereafter conferred by the laws of the State of Florida and any and all acts amendatory thereof and supplemental thereto.

To take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, invest, or sale wholesale and retail, divide and otherwise handle, and all other involved of any interest or right therein.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1,000 (one thousand) shares of \$1.25 (one dollar and 25/100 cents) Par value common stock. No other class of stock is authorized.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is:

11600 NE 10 Ave. Biscayne Park, Fl 33161

The name of the principal registered agent of this corporation at the above is :

France L. Talon

The street of the initial registered agent (s) of this corporation is:

11600 NE 10 Ave. Biscayne Park, Fl 33161

ARTICLE VII

INITIAL BOARD OF DIRECTOR(S)

This corporation shall have (1) (two) Director (s) initially. The number of Director(s) may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The name (s) of the initial Director (s) of this corporation is/are:

FRANCE L. TALON

ARTICLE VIII
UNDERSIGNED (S) ADDRESS

France L. Talon

11600 NE 10 Ave.
Biscayne Park, Fl 33161

ARTICLE IX
INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify person made or threatened to be made a party to any threatened, pending or completed action, suit, or proceedings whether civil, criminal, administrative or investigative (including, one in the right of the corporation to procure a judgment in its favor) by reason of the fact that her or his testator or intestate, is or was a director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust, or other enterprise in any capacity, at the request of the corporation.

ARTICLE X
POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act. The Board of Director and the Shareholders shall have the power to adopt, alter, amend or repeal the by-laws of this corporation.

ARTICLE XI

OFFICER (S)

The officers of this corporation shall be as follows:

France L. Talon

President, Vice-President

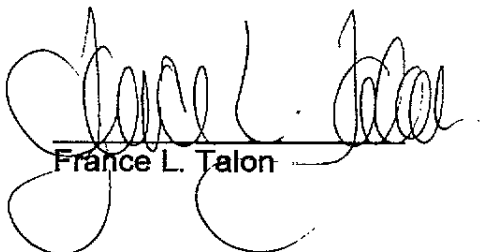
Secretary, and Treasurer

ARTICLE XII

RIGHTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 5 day of August 2004.


France L. Talon

STATE OF FLORIDA)

)

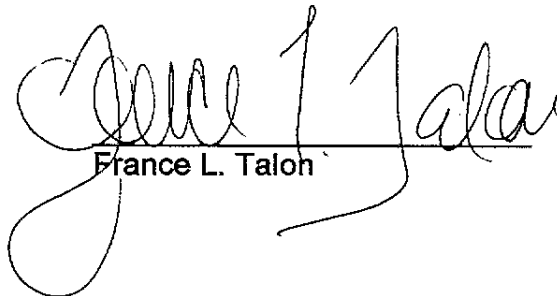
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the
State and County set forth above, personally appeared:

FRANCE. L. TALON

known to me and know by me to be the person (s) who executed the foregoing
Articles of Incorporation, and who acknowledged before me that he (she)
executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal, in the State and County aforesaid, this 5 day of August, 2004.



France L. Talon

Seal and Signature of Notary Public

STATE OF FLORIDA)

) SS

COUNTY OF DADE)

**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 **USA OCEAN INVESTMENTS, INC.** desiring to organize under
the laws of the State of Florida with its principal office, as indicated in the
Articles of Incorporation at City of Miami Beach, County of Dade, State of
Florida, have named **France L. Talon** Located at: **11600 NE 10 Ave.,** City of
Miami State of **Florida** Zip Code **33161** as its agent to accept service of
process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.

By: _____

France L. Talon

SECRETARY OF STATE
ALLI HADJEE, FLORIDA

04 AUG 10 AM 11:56

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