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CTIONS CORPORATION SVC CO

NO. 837

P. 1  
Page 1 of 1

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**FLORIDA PROFIT CORPORATION OR P.A.**

**OCEANFRONT EQUITY HOLDINGS, INC.**

Certificate of Status	0
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CORPORATION SVC CO

NO. 837  
H04000177622 3

P. 2  
04 AUG 30 AM 8:59  
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**ARTICLES OF INCORPORATION  
OF  
OCEANFRONT EQUITY HOLDINGS, INC.  
(a Florida corporation)**

Pursuant to Florida Statutes Section 607.0201, the undersigned hereby submits the following Articles of Incorporation of OCEANFRONT EQUITY HOLDINGS, INC., a corporation being organized under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the Corporation is "OCEANFRONT EQUITY HOLDINGS, INC." (the "Corporation").

**ARTICLE II  
PURPOSE**

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), including any amendments thereto.

**ARTICLE III  
INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is 4778 W. Commercial Blvd., Tamarac, FL 33319, and the mailing address of the initial principal office of the Corporation is 4778 W. Commercial Blvd., Tamarac, FL 33319.

**ARTICLE IV  
CAPITAL STOCK**

Except as otherwise provided by law, authorized shares of capital stock of the Corporation, regardless of class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Fifty Million (50,000,000) shares, consisting of (a) Forty Million (40,000,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock") and (b) Ten Million (10,000,000) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

A statement of the powers, privileges and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation, is as follows:

**A. Common Stock.**

1. General. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and

H04000177622 3

HO 4000177622 3

other rights. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock.

2. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or Section B of this Article IV of these Articles of Incorporation or any shareholders' agreement to which the Corporation and its shareholders may be a party, the holders of Common Stock and the holders of Preferred Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

3. Dividends. Subject to provisions of law and Section B of this Article IV of these Articles of Incorporation, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

4. Liquidation. Subject to provisions of law and Section B of this Article IV of these Articles of Incorporation, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to share ratably in the remaining assets of the Corporation available for distribution.

#### B. Preferred Stock

1. Issuance of Preferred Stock in Classes or Series. The Preferred Stock of the Corporation may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Except as to the relative designations, preferences, powers, qualifications, rights and privileges referred to in Section B of this Article IV, in respect of any or all of which there may be variations between different classes or series of Preferred Stock, all shares of Preferred Stock shall be identical. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein.

2. Authority to Establish Variations Between Classes or Series of Preferred Stock. The Board of Directors is expressly authorized, subject to the limitations prescribed by law and the provisions of these Articles of Incorporation and any shareholders' agreement to which the Corporation and its shareholders may be a party, to provide, by adopting a resolution or resolutions, for the issuance of the undesignated Preferred Stock in one or more classes or series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in Articles of Amendment to these Articles of Incorporation, which shall be filed in accordance with the FBCA, and the resolutions of the Board of Directors creating such class or series. The authority of the Board of Directors with

HO 4000177622 3

HD 4000177622 3

respect to each such class or series shall include, without limitation of the foregoing, the right to determine and fix:

(a) the distinctive designation of such class or series and the number of shares to constitute such class or series;

(b) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms;

(c) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;

(d) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(e) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(f) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) voting rights, if any, including special voting rights with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;

(h) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(i) such other preferences, powers, qualifications, special or relative rights and privileges thereof as the Board of Directors, acting in accordance with these Articles of Incorporation, may deem advisable and are not inconsistent with law and the provisions of these Articles of Incorporation.

#### ARTICLE V INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 4778 W. Commercial Blvd., Tamarac, FL 33319. The name of the initial registered agent of the Corporation at that address is Ralph Dominguez.

HD 4000177622 3

#### ARTICLE VI INCORPORATOR

The name and address of the sole incorporator of the Corporation is Ralph Dominguez, 4778 W. Commercial Blvd., Tamarac, FL 33319.

#### ARTICLE VII INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board of Directors") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The name and address of the initial director of the Corporation is Ralph Dominguez, 4778 W. Commercial Blvd., Tamarac, FL 33319.

#### ARTICLE VIII LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) as provided in Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

H04000177622 3

#### ARTICLE X REMOVAL OF DIRECTORS

During their terms of office, directors of the Corporation may be removed only for Cause. For the purposes of this Article, the term "Cause" shall mean only (i) a material action or omission of a director that constitutes either gross negligence or willful misconduct in the performance of his or her duties as a director or (ii) a conviction of a felony or any crime punishable by imprisonment in excess of one (1) year or that involves dishonesty or a false statement regardless of the punishment.

#### ARTICLE XI CALL OF SPECIAL MEETINGS

Special meetings of the shareholders shall be held if called by the Board of Directors of the Corporation or its President or if the holders of not less than Fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Secretary of the Corporation one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

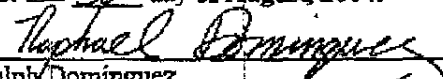
#### ARTICLE XII BYLAWS

The Board of Directors shall adopt the initial Bylaws of the Corporation for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may thereafter be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation.

#### ARTICLE XIII AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of OCEANFRONT EQUITY HOLDINGS, INC. this 30<sup>th</sup> day of August, 2004.

  
\_\_\_\_\_  
Ralph Domínguez  
Incorporator

H04000177622 3

AUG. 30. 2004 3:21PM

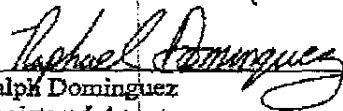
CORPORATION SVC CO

NO. 837 P. 7

H04000177622 2

**CONSENT OF REGISTERED AGENT  
OF  
OCEANFRONT EQUITY HOLDINGS, INC.**

The undersigned, Ralph Dominguez, having been named as registered agent and to accept service of process for OCEANFRONT EQUITY HOLDINGS, INC., a Florida corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

  
Ralph Dominguez  
Registered Agent

Date: 8/30/04

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04 AUG 30 AM 8:59

H04000177622 2