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Law Offices
Nicholas W. Mulick
91645 Overseas Highway
Tavernier, Florida 33070
(305) 852-9292 • (305) 852-8880 FAX

October 14, 2005

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

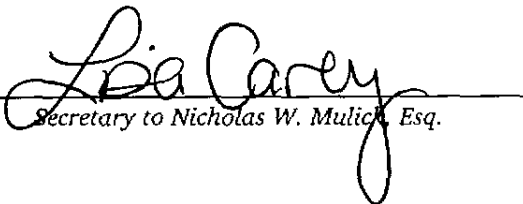
Re: Pacifica Oceanview Properties, Inc.

Dear Clerk:

Enclosed please find original Articles of Incorporation, Certificate of Designation of Registered Agent/Registered Office, and my client's check in the amount of \$78.75 representing the filing fee required by your office. Please file the above-referenced documents and provide this office with a Certificate of Good Standing regarding the above-referenced corporation. Thank you in advance for your prompt attention to this request.

Very truly yours,

NICHOLAS W. MULICK, PA

By: 
Secretary to Nicholas W. Mulick, Esq.

/lc

Enclosures

cc: Jay Kasprisin

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PACIFICA OCEANVIEW PROPERTIES, INC.

The corporation is organized under the laws of the State of Florida, by and under the provisions of said State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit. We, the undersigned incorporators of this corporation under Florida Statutes, Chapter 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: **PACIFICA OCEANVIEW PROPERTIES, INC.**

ARTICLE II

Purpose

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. To carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, not forbidden by the laws of the State of Florida.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable to accomplish them.

ARTICLE III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock of One Dollar (\$1.00) par value.

Authorized capital stock may be paid for cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV

Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holder of the outstanding Common Shares.

ARTICLE V

Duration

This corporation is to have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he may already hold, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

Registered Agent

The Registered Agent of this corporation is:

Jerry Jay Kasprisin, 121 Riviera Drive, Tavernier, Florida 33070.

ARTICLE VIII

Principal Office

The initial business office of this corporation is:

121 Riviera Drive, Tavernier, Florida 33070.

ARTICLE IX

Director

The initial number of directors of this corporation shall be two (2). The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than two (2).

The names and addresses of the members of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
Jerry Jay Kasprisin	121 Riviera Drive, Tavernier, Florida 33070
John E. McKinney	179 Venetian Way, Islamorada, Florida 33036

ARTICLE X

Subscriber

The name and address of the subscriber of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Jerry Jay Kasprisin	121 Riviera Drive, Tavernier, Florida 33070

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted.

ARTICLE XII

The corporation shall have the further right and power to:

From time to time, determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) of any of them shall be open to inspection of stockholders; and no document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders of Board of Directors.

The corporation may, in its By-laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

The corporation reserves the right to amend, alter, change or replace any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 12th day of October, 2005.

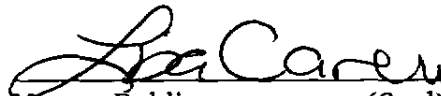


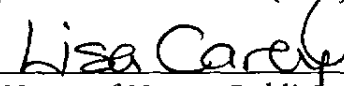
Jerry Jay Kasprisin

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared, **Jerry Jay Kasprisin**, to me known to be the person described in and who executed the attached and foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth. I relied upon the following identification of the above-named person: _____

IN WITNESS WHEREOF, I have hereunto set my hand and Official seal in Monroe County, Florida, this 12th day of October, 2005.



Notary Public (Seal)


(Print Name of Notary Public)

My Commission Expires:

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TALLAHASSEE, FLORIDA

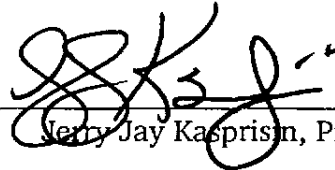
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **PACIFICA OCEANVIEW PROPERTIES, INC.**
2. The name and address of the Registered Agent and office is:
Jerry Jay Kasprisin, 121 Riviera Drive, Tavernier, Florida 33070

Having been named as Registered Agent to accept Service of Process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this 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 Registered Agent.



Jerry Jay Kasprisin, President

Dated: 10-12-05