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LAW OFFICES

SMITH & SUPRANSKI

PROFESSIONAL ASSOCIATION

BISCAYNE CENTRE, SUITE 1700

11900 BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131

EFFECTIVE DATE

January 5, 1995

JAMES SMITH
BOARD CERTIFIED
CIVIL TRIAL LAWYER
LAWRENCE A. SUPRANSKI
BOARD CERTIFIED
REAL ESTATE LAWYER

TELEPHONE
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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SC000013748138
-01/10/95--01058--001
***122.50 ***122.50

Re: OCEAN GROOVE CORPORATION

Dear Sir/Madam:

Enclosed herewith please find the original together with a copy of the Articles of Incorporation of OCEAN GROOVE CORPORATION. Kindly certify the enclosed copy of said Articles of Incorporation and return to us at your earliest convenience.

Our firm's check in the sum of \$122.50 is also enclosed to cover the various fees to file and certify the aforementioned documents.

Your cooperation and prompt attention to this matter is greatly appreciated.

Very truly yours,

Erica M. Lamb

ERICA M. LAMB
Legal Secretary

/el
Enclosures

95 JAN -9 11 8:32
DIVISION OF CORPORATIONS
STATE OF FLORIDA

KAN 1-11

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN -9 AM 8:32

EFFECTIVE DATE

1-5-95

ARTICLES OF INCORPORATION

OF

OCEAN GROOVE CORPORATION

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is: **OCEAN GROOVE CORPORATION** The principal place of business of this corporation shall be at 11900 Biscayne Boulevard, Suite 760, North Miami, Florida 33181.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

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 Five (\$5.00) Dollar par value.

ARTICLE IV

CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V
VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
DURATION

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

ARTICLE VII
DIRECTORS

The number of directors of the corporation shall not be less than two or more than ten, as voted upon by the shareholders of the corporation.

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:

NAME

LOUIS A. SUPRASKI

ADDRESS

11900 Biscayne Blvd.
N. Miami, Florida 33181

ARTICLE VIII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NAME

LOUIS A. SUPRASKI
President / Secretary

ADDRESS

11900 Biscayne Blvd., Suite 760
N. Miami, Florida 33181

ARTICLE IX
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 already holds, 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 X
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is **LOUIS A. SUPRASKI, 11900 Biscayne Boulevard, Suite 760, N. Miami, Florida 33181.**

**ARTICLE XII
SUBSCRIBER**

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

NAME

ADDRESS

LOUIS A. SUPRASKI

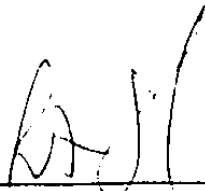
11900 Biscayne Blvd.,
Suite 760
N. Miami, Florida 33181

**ARTICLE XIII
INDEMNIFICATION**

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

Dated this 5 day of *January*, 1995.

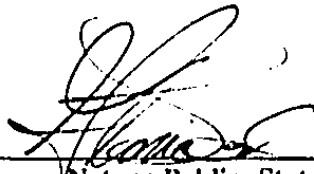


LOUIS A. SUPRASKI

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared *LOUIS A. SUPRASKI*, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that *he* made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at *Miami*,
Dade County, Florida, this 5th day of *January*, 1995.



Notary Public, State of Florida
GLORIA SALOM

My Commission Expires:

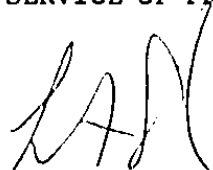


GLORIA SALOM
MY COMM EXP 5/12/96
BONDED BY SERVICE INS.
NO CC200828

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

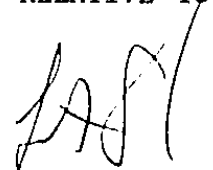
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT OCEAN GROOVE CORPORATION, DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS LOCATED AT 11900 BISCAYNE BOULEVARD,
SUITE 760, MIAMI, FLORIDA 33181, HEREBY NAMES *LOUIS A. SUPRASKI*,
BISCAYNE CENTRE, SUITE 760, 11900 BISCAYNE BOULEVARD, MIAMI,
FLORIDA 33181 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA.



LOUIS A. SUPRASKI

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



LOUIS A. SUPRASKI
REGISTERED AGENT
DATED: January 5, 1994