

CORPORATION INFORMATION
SERVICE, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

800-342-8086

P95000006469

CSO networks

MAIL TO:
P.O. Box 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 529838 6594A

AUTHORIZATION : *Patricia Pyzik*

COST LIMIT : \$ 70.00

ORDER DATE : January 24, 1995

ORDER TIME : 8:18 AM

ORDER NO. : 529838

1000001388111

CUSTOMER NO: 6594A

CUSTOMER: Donald J. Kahn, Esq
GREEN KAHN & PIOTRKOWSKI, PA

627 71st Street

Miami Beach, FL 33141

DOMESTIC FILING

P95000006469

NAME: DELTOMAR OVERSEA, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

DM
1-25-95
01

RECEIVED
95 JAN 25 AM 10:29
DIVISION OF CORPORATION

FILED
95 JAN 25 PM 12:27
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DELTOMAR OVERSEA, INC.

FILED
95 JAN 25 12 25
SEC
TALLAH
FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DELTOMAR OVERSEA, INC.

The address of the principal office of this corporation shall be 2316 West Bay Drive, Suite 14, Miami Beach, Florida 33141 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Nays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Juan A. Del Pino Dir.	2316 West Bay Drive, Suite 14 Miami Beach, Florida 33141
Juan Carlos Pontrandolfo Dir.	Same
Pedro Pontrandolfo Dir.	Same
Gaspere Marascia Dir.	Same

ARTICLE VII. OFFICERS

The name 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:

Juan A. Del Pino Pres.	2316 West Bay Drive, Suite 14 Miami Beach, Florida 33141
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Juan Carlos Pontrandolfo Sec.	Same
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Pedro Pontrandolfo V. Pres.	Same
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Gaspere Marascia Treas.	Same
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ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Information Services, Inc., has herunto set
their hand and seal of Corporation Information Services,
Inc., on January 25, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: Gail Shelby
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: Gail Shelby
Its Agent, Gail Shelby

DAS/dgs

CORPORATION INC. STATE
SERVICES, INC.
201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191

800-342-8086

CSO networks

MAIL TO:
P.O. BOX 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 529838 6594A
AUTHORIZATION : Patricia Fyfe

COST LIMIT : 0 35.00

ORDER DATE : January 24, 1995

ORDER TIME : 2:19 PM

ORDER NO. : 529838

CUSTOMER NO: 6594A

CUSTOMER: Donald J. Kahn, Esq
Green Kahn & Piotrkowski, Pa
627 71st Street

Miami Beach, FL 33141

DOMESTIC AMENDMENT FILING

SECRET
JAN 30 7 14:19
TALLAHASSEE FLORIDA

NAME: DELPOMAR OVERSEA, INC.

XXXXXX CHANGE OF REGISTERED AGENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

1/31
Jody
RA
Chang

Date Filed Jan 25, 1995

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: DELPOMAR OVERSEA, INC.

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.
1201 Hays Street
Tallahassee, Florida 32301

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

DONALD J. KAHN, ESQ.

627 71 Street

Miami Beach, Florida 33141

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

JUAN A. DEL PINO, PRES
(Typed or printed name and title)

Signature

(President or Vice President)

Date January 26, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name Donald J. Kahn, esq.

Signature

(Agent) DONALD J. KAHN

Date 1/26/95

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

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MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 529838 6594A

AUTHORIZATION : *Patricia Pzyts*

COST LIMIT : 9 35.00

ORDER DATE : January 24, 1995

ORDER TIME : 1:07 PM

ORDER NO. : 529838

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CUSTOMER NO: 6594A

CUSTOMER: Donald J. Kahn, Esq
Green Kahn & Piotrkowski, Pa
627 71st Street

Miami Beach, FL 33141

DOMESTIC AMENDMENT FILING

NAME: DELTOMAR OVERSEA, INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

FILED
95 JAN 26 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
OK
1-24

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE I of the Articles of Incorporation of
DELTOMAR OVERSEA, INC. shall be amended to read as
follows:

ARTICLE I. NAME

The name of the corporation shall be:

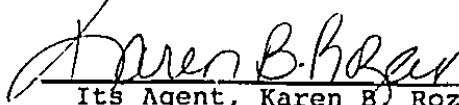
DELPOMAR OVERSEA, INC.

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator
without shareholder action because shareholder action was not
required.

The foregoing amendment was adopted on the 26TH day
of January, 1995.

Corporation Information Services, Inc.


Its Agent, Karen B. Rozar

FILED
95 JAN 26 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA