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THE FIDELITY & SECURITY
CORPORATION
SUITE 1000
TALLAHASSEE, FLORIDA 32301

TELEPHONE (904) 644-6400
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January 19, 1995

WRITER'S DIRECT NO.

VIA FEDERAL EXPRESS

Secretary of State
Attention: New Filings
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

DELIVERED TO
MANAGER'S OFFICE

Re: Ocean Horizon, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Ocean Horizon, Inc.

Also enclosed is a check in the amount of \$122.50, covering the following costs:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Designation of Registered Agent Fee	\$35.00

Please file the enclosed Articles of Incorporation and return one certified copy to me in the enclosed self-addressed, stamped envelope.

Yours truly,

Martin J. Nash, Esq.

Enclosure
a:\corporate\cover.art

ARTICLES OF INCORPORATION
OF
OCEAN HORIZON, INC.

FILED
55 JUN 23 AM 8:11
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: **OCEAN HORIZON, INC.**

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common capital stock, divided into two classes, the designation and par values of each such class being, as follows:

A) 1,000 shares of Class A Common Capital Stock, having a par value of \$.01; and

B) 9,000 shares of Class B Common Non-Voting Capital Stock, having a par value of \$.01.

All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V

The mailing address address of the corporation is c/o Susan Rosenblatt, Esq., Concord Building, 12th Floor, 66 West Flagler Street, Miami, Florida 33130.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name

and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

<u>Name</u>	<u>Address</u>
Susan Rosenblatt	Concord Building, 12th Floor 66 West Flagler Street Miami, Florida 33130.
Stanley M. Rosenblatt	Concord Building, 12th Floor, 66 West Flagler Street Miami, Florida 33130.

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

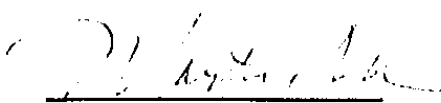
The initial registered office of this Corporation shall be at 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation shall be A Z REGISTERED AGENT CORPORATION, a Florida corporation.

ARTICLE VIII

The name and street address of the person signing these Articles of Incorporation is Martin J. Nash, Vice President, A Z Registered Agent Corporation, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles
of Incorporation on January 20, 1995.

A Z REGISTERED AGENT CORPORATION,
a Florida corporation

A handwritten signature in dark ink, appearing to read "Martin J. Nash", is written over a horizontal line.

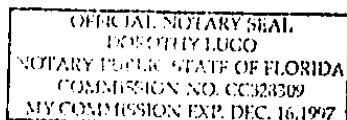
Martin J. Nash, Vice President
Incorporator

STATE OF FLORIDA)

) ss.:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20 day of January by Martin J. Nash, Vice President of A Z Registered Agent, Corp, a Florida Corporation who resides in the State of Florida and who is personally known to me or who has produced _____ as identification.



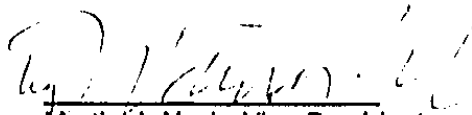
Dorothy Lugo
Notary Public
State of Florida at Large

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of OCEAN HORIZON, INC.,
the undersigned accepts such appointment, agrees to act in such capacity and accepts
the obligations imposed by Florida Statutes Section 607.0505.

A Z REGISTERED AGENT CORPORATION,
a Florida corporation


Martin J. Nash, Vice President

a:\articles.inc

FILED
95 JAN 23 AM 8:11
TALLAHASSEE, FLORIDA