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TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

((H95000001900)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: OCEAN ELECTRIC ASSOCIATES, INC.
FAX AUDIT NUMBER: H95000001900 CURRENT STATUS: REQUESTED
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ARTICLES OF INCORPORATION
OF

OCEAN ELECTRIC ASSOCIATES, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the corporation is OCEAN ELECTRIC ASSOCIATES, INC., with its principal place of business at 1410 - 20 Street, Suite 217, Miami Beach, Florida 33139.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock to have outstanding is 60 shares of Common Stock of a par value of NONE. Holders of Common Stock shall not

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(305) 445-2727

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have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

The street address of the initial registered office of the corporation in the State of Florida is 1410 - 20 Street, Suite 217, Miami Beach, Florida 33139. The name of the initial registered agent of this corporation at that address is ARUN A. SARMA.

ARTICLE VI

INITIAL BOARD OF DIRECTOR(S)

The corporation shall have seven (7) director(s) initially. The number of director(s) may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The name and street address of the initial director(s) of this corporation are ARUN A. SARMA, President, JOSE PORTALES, Vice President and Secretary, FERNANDO VARGAS, Treasurer, GERARDO ARCE, Director, JOSE BAUTISTA, Director, MICHAEL ISAACS, Director and CESAR MOOG, Director, all of 1410 - 20 Street, Suite 217, Miami Beach, Florida 33139.

ARTICLE VII

INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation are ARUN A. SARMA and JOSE PORTALES, both of 1410 - 20 Street, Suite 217, Miami Beach, Florida 33139.

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ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

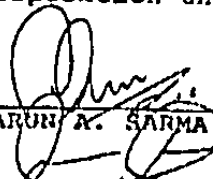
ARTICLE XI-BUY-OUT PROVISION

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said corporation. Upon determination of the book value, the price of

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the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(ve) executed these Articles of Incorporation this 17 day of February, 1995.


ARUN A. SARMA
JOSE PORTALES

STATE OF FLORIDA)
COUNTY OF DADE) SS.:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments personally appeared ARUN A. SARMA and JOSE PORTALES to me known to be the person(s) described as Subscriber(s) in, and who executed the foregoing Articles of Incorporation, and he (they) acknowledged before me having subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 17 day of February, 1995.


NOTARY PUBLIC
State of Florida

My Commission Expires:
July 14, 1995

NOTARY PUBLIC STATE OF FLORIDA
BY COMMISSION EXP. JULY 14, 1995
BONDED TWO THOUSAND DOLLARS.

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First, OCEAN ELECTRIC ASSOCIATES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami Beach, County of Dade, State of Florida, has designated ARUN A. SARMA, 1410 - 20 Street, Suite 217, Miami Beach, Florida 33139, as its agent to accept service of process within this State. Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

HY:

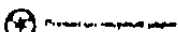
ARUN A. SARMA
Registered Agent

ALL-AMERICA FLORIDA

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Requestor's Name

ROCKHOOD ENTERPRISES, INC.

250 Valencia Ave., Coral Gables, FL 33134

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A. <u>Officer/Director</u>
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 JUL 21 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

[Signature] 7/23

DIRECTOR'S RESIGNATION
OCEAN ELECTRIC ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The chairman then recognized the director named below who tendered his resignation, effective upon adjournment of this meeting. Upon motion duly made, seconded and carried said resignation was accepted and the secretary ordered to spread name upon the minutes of the meeting.

I, Fernando Vargas, the undersigned director of the above named corporation, do hereby tender my resignation, to take effect upon adjournment of the meeting of the Board of Directors at which this resignation is accepted.

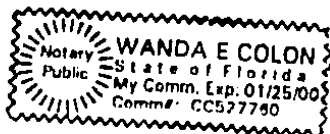
Dated: Jul. 7, 1997.


Fernando Vargas, Treasurer/Director


STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Mr. Fernando Vargas to me known to be the person above described and who executed the above and foregoing agreement freely and voluntarily and that the statements therein contained are true and correct and are submitted for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 7 day of July, 1997.



My Commission expires


Notary Public, State of Florida