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TO: DIVISION OF CORPORATIONS FROM: MURAI, WALD, BIONDO, MORENO, P.A.
DEPARTMENT OF STATE 25 SE 2ND AVE
STATE OF FLORIDA SUITE 900
409 EAST GAINES STREET MIAMI FL 33131- 02-- 8-0000
TALLAHASSEE, FL 32399 CONTACT: NIURKA ALONSO
FAX: (904) 922-4000 PHONE: (305) 358-5700
(FAX: (305) 358-9490)
(((H95000002053))) DOCUMENT TYPE: DOMESTICATION
NAME: OCEAN LAND INVESTMENT COMPANY
FAX AUDIT NUMBER: H95000002053 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/21/1995 TIME REQUESTED: 11:48:59
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX
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H95-3957

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FEB 21 1995
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MURAI WALD BIONDO & MORENO, P.A.

25 S.E. 2nd Ave.
Suite 900, Ingraham Building
Miami, FL 33131

TELEFAX

TO:

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Number of Pages (including this cover page)

If you have any problems with the transmittal, please call as soon as possible.
Our telephone # (305) 358-5900 Our fax # (305) 358-9490

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MESSAGE:

02/21/95 TUE 10:47 FAX 3053589480

KWB & M

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FLORIDA DEPARTMENT OF STATE

Sandra B. Moortham
Secretary of State

February 21, 1995

MURAI, WALD BIONDO, MORENO, P.A.

MIAMI, FL

SUBJECT: OCEAN LAND INVESTMENT COMPANY
REF: W95000003957

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

NOTE::Any non-United States corporation may become domesticated in this state by filing a CERTIFICATE OF DOMESTICATION and Articles of Incorporation filed pursuant to 607.0202, F.S. Articles and Certificate must be submitted at the same time of filing. Your certificate must contain all information required pursuant to Section 607.1801 (3):

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: M95000002053
Letter Number: 595A00007796

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

DIVISION OF CORPORATIONS

95 FEB 22 AM 8:37

RECEIVED

CERTIFICATE OF DOMESTICATION
FOR OCEAN LAND INVESTMENT COMPANY, N.V.

FAX AUDIT NUMBER:
H95000002053

OCEAN LAND INVESTMENT COMPANY, N.V. a Netherlands Antilles corporation hereby elects to domesticate as a Florida corporation under the provisions of Section 607.1801 and in connection therewith certifies, by its Managing Director, the following:

1. OCEAN LAND INVESTMENT COMPANY, N.V. was incorporated under the laws of the Netherlands Antilles on January 27, 1977.
2. The Corporation has been known since its incorporation as OCEAN LAND INVESTMENT COMPANY, N.V..
3. The name of the Corporation in Florida pursuant to Articles of Incorporation being filed simultaneously herewith will be OCEAN LAND INVESTMENT COMPANY.
4. The jurisdiction that constituted the seat of the Corporation immediately prior to the filing of this Certificate of Domestication was the Netherlands Antilles.

IN WITNESS WHEREOF, this Certificate of Domestication has been executed by a managing director of the Corporation on this 8th day of February, 1993.

OCEAN LAND INVESTMENT COMPANY, N.V.
(n/k/a OCEAN LAND
INVESTMENT COMPANY)

By: [Signature]
N.V., its Managing Director

By: _____
Managing Director

(SEE ATTACHED ACKNOWLEDGEMENT)

PREPARED BY:

M. Cristina Moreno, Esquire
Murai Wald Biondo & Moreno, P.A.
25 S.E. 2nd Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900
Florida Bar No. 259721

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02/21/95 TUE 12:07 FAX 3053588490

NWD & M

2004

FAX AUDIT NUMBER:
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Seen for legalization of the signatures appearing on the attached document of Stefan Hubortus Philip Crijns and Josephus Franciscus Maria Horsten, both residing in Curacao and acting in their capacity of attorneys-in-fact, of the limited liability company Curacao Corporation Company N.V., established at Curacao, which company in its turn acts as managing director of the limited liability company OCEAN LAND INVESTMENT COMPANY N.V., established at Curacao, by me, Gerard Christoffel Antonius Smeets, a civil-law notary, residing in Curacao, on this 9th day of February 1995.



TALLAHASSEE, FLORIDA

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FAX AUDIT NUMBER:
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ARTICLES OF INCORPORATION

FAX AUDIT NUMBER:
H95000002053

OF

OCEAN LAND INVESTMENT COMPANY

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is OCEAN LAND INVESTMENT COMPANY.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. In accordance with Section 607.1801, the date when the corporate existence of this corporation shall be deemed to have commenced is January 27, 1977, the date upon which the Corporation was organized in the Netherlands Antilles.

ARTICLE III

NATURE OF BUSINESS

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

PREPARED BY:

M. Cristina Moreno, Esquire
Murai, Wald, Biondo & Moreno, P.A.
25 S.E. 2nd Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900
Florida Bar No. 259721

FAX AUDIT NUMBER:
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FAX AUDIT NUMBER:
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CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 5,000 shares of Common Stock of a par value of \$10.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered/principal office of the corporation in the State of Florida is 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Murai, Wald, Biondo & Moreno, P.A.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

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The names and street addresses of the initial director(s)
is/are:

Rene V. Murai
c/o Murai, Wald, Biondo
& Moreno, P.A.,
900 Ingraham Building,
25 Southeast 2nd Avenue,
Miami, Florida 33131

ARTICLE VII

INCORPORATOR

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

Rene V. Murai,
Murai, Wald, Biondo & Moreno, P.A.,
900 Ingraham Building,
25 Southeast 2nd Avenue,
Miami, Florida 33131

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws 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.

FAX AUDIT NUMBER:
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ARTICLE X

AMENDMENT

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

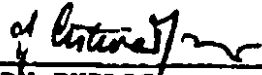
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of February, 1995.


Rene V. Murai
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Rene V. Murai known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16 day of Feb 1995, 1995.


NOTARY PUBLIC
State of Florida, at Large

My Commission Expires:



FAX AUDIT NUMBER:
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CERTIFICATE OF REGISTERED AGENT
OF
OCEAN LAND INVESTMENT COMPANY

FAX AUDIT NUMBER:
H95000002053

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That OCEAN LAND INVESTMENT COMPANY desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, we hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 16 day of February, 1995.

MURAI, WALD, BIONDO,
& MORENO, P.A.

By: 

Rene V. Murai

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JANUARY 1995
FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

P95000014735

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

OCEAN LAND INVESTMENT COMPANY, a Florida corporation, P95000014735

INTO

FINGERLAKES WAREHOUSE CORP., a Florida corporation, K83183.

File date: February 23, 1995 , effective February 28, 1995

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00