1201 HAYS STREET TALKAHASSEE, FL 32301

800-342-8086

904-222-9171 networks PRESTICE HALL TERRES A LISANCEAL SERVICES ACCOUNT NO. : 0721000000032

REFERENCE : 582499

83522A

AUTHORIZATION :

atucia yut

COST LIMIT : \$ 122.50

ORDER DATE: April 20, 1995

ORDER TIME : 10:15 AM

600001461226

ORDER NO. : 582499

CUSTOMER NO:

83522A

CUSTOMER: Luciano Isla, Esq

LUCIANO ISLA, ESO

Suite 300

1790 W. 49th Street Hialeah, FL 33012

DOMESTIC FILING

NAME:

OCEAN FINANCIAL CORP.

) AH II: 20 XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY ХX __ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN APR 2 1 1995



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 20, 1995

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: OCEAN FINANCIAL CORP.

Ref. Number: W95000008491

We have received your document for OCEAN FINANCIAL CORP, and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Teresa Brown Corporate Specialist

Letter Number: 395A.00018641

ARTICLES OF INCORPORATION

OF

OCEAN MORTGAGE CORP.



ARTICLE I - NAME

OCEAN MORTGAGE CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) Shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to the others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office/principal office of this corporation is 1901 N.W. 7th Street, Miami, FL 33125, and the name of the initial registered agent of this corporation at that address is INES M. BERROCAL.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors.

The number of Directors may be either increased or decreased from time to time by the By-Laws.

The name(s) and address(es) of the initial Board of Directors of this corporation is/are:

<u>NAME</u>

ADDRESS

INES M. BERROCAL

P/S/D

1901 N.W. 7th Street Miami, FL 33125

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

INES M. BERROCAL

1901 N.W. 7th Street Miami, FL 33125

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this ______ day of ___

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, INES M. BERROCAL, known to be and known by me to me the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand, and affixed my Official,

Seal in the State and County aforesaid, this _/___ day of

My Commission Expires:

NOTARY PUBLIC, STATE OF FL

OFFICIAL NOTARY SEAL LIBIA M COTO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC405893 MY COMMENTALY, FXP. SELT 8,1998

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

QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED INES M. BERROCAL, LOCATED AT 1901 N.W. 7TH STREET, MIAMI, FL 33125, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

TITLE:

DATE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF 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 PERFORMANCE OF MY DUTIES.

SIGNATURE

DATE