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WILLIAM M. PAVLOV, P.A.

ATTORNEY AT LAW

ADMITTED TO PRACTICE IN THE STATES OF NEW YORK & FLORIDA

OFFICE: 10700 STREET BOUTE 1112
NORTH MIAMI BEACH, FLORIDA 33162

DATE: 05/05/95 0410
FAX: 001 052 1103

May 5, 1995

CMRRR # 2 390 422 993
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100001479571
-05/08/95--01149--002
***122.50 ***122.50

RE: OCEAN CHARTER CLUB CORPORATE, INC.

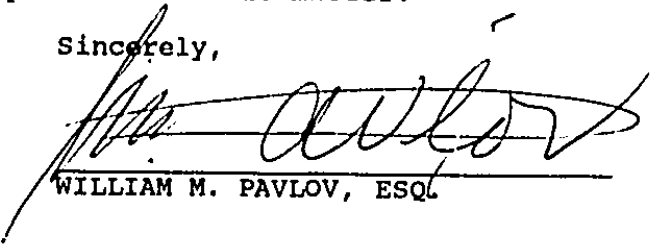
Dear Sir/Madam:

I am enclosing the original and one copy of the Articles of Incorporation for the above named corporation. Also enclosed is a check in the amount of \$122.50, which represents \$70.00 for the filing of the Articles of Incorporation and \$52.50 for certified copy to be returned to this office.

I would appreciate confirmation of the issuance of the charter for this corporation. If there is any question about the charter, please telephone me at (305) 654-0416.

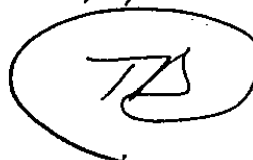
Thank you for your cooperation in this matter.

Sincerely,


WILLIAM M. PAVLOV, ESQ.

WMP/evp
Encl.

5/10/95



RECEIVED
JAN 10 1963
FBI - MIAMI

ARTICLES OF INCORPORATION

The undersigned subscriber(s) of these Articles of Incorporation natural person(s) of the age eighteen (18) years or more, competent to contract, acting as the incorporator(s) of the corporation set out above and desiring to form a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the corporation is OCEAN CHARTER CLUB, CORPORATION, INC.

ARTICLE II

The period of this corporation's duration is perpetual, beginning on the date of incorporation.

ARTICLE III

The purpose for which the corporation is organized is the transaction of any or all lawful business and activity, permitted under the law of the United States and the State of Florida.

ARTICLE IV

The aggregated number of shares which the corporation shall have authority to issue is 1,000 shares common stock without par value.

ARTICLE V

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of not less than One Thousand Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE VI

The street address of the corporation's initial principal office is c/o William M. Pavlov, P.A., 633 N.E. 167th Street, Suite 1112, N. Miami Beach, Florida 33162, and the name of its initial registered agent is the law offices of William M. Pavlov, P.A., 633 N.E. 167th Street, Suite 1112, North Miami Beach, Florida 33162.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors, which shall consist of not less than one nor more than three (3) as shall from time to time be designated in the by-laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

This corporation shall have, in addition to a president and secretary-treasurer such additional officers as may be created from time to time and under the authorization of its bylaws.

ARTICLE IX

The shareholders of this corporation shall have the preemptive right to acquire any issues of shares or securities of this corporation from shareholders.

ARTICLE X

A. Subject to the corporation's remaining a close corporation as defined under Florida Law, the corporation is organized as a close corporation.

B. Subject to the corporation's remaining a close corporation, no shares of any class and no securities evidencing the right to acquire shares of the corporation shall be issued by means of any public offering, solicitation, or advertisement.

C. If the corporation loses its status as a close corporation a special meeting of the shareholders shall be called in the manner provided by Florida law for the election of directors. The number of directors to be elected shall be fixed by the bylaws of the corporation, and until changed in the manner provided in the bylaws, shall be not more than three.

D. The holders of at least two-thirds of the corporation's outstanding shares or securities evidencing a right to acquire shares, whether entitled to vote by the articles of incorporation or not, may by affirmative vote elect to terminate the corporation's status as a close corporation.

ARTICLE XI

A. The initial number of Directors is two (2) and the name and address of the Directors is as follows:

ERWIN KARLEN, President
c/o William M. Pavlov, Esq.
633 N.E. 167th Street, Suite 1112
N. Miami Beach, Florida 33162

BORGOGNON PASCAL, Secretary
c/o William M. Pavlov, Esq.
633 N.E. 167th Street, Suite 1112
N. Miami Beach, Florida 33162

B. The corporation may enter into contracts or transact business with one or more of its directors or officers, or with any corporation, firm or association in which any of its directors or officers are stockholders, directors, officers, members, employees or otherwise interested; and no such contract or other transaction shall be void or voidable or otherwise affected by reason of such directorship or office in the corporation or such interest in such other firm, corporation or association, notwithstanding that the vote of such director or directors shall have been necessary to authorize, approve, ratify, or otherwise obligate the corporation upon such contract or transaction, provided that the fact of such interest shall be disclosed or otherwise known to the Board of Directors, or a majority thereof at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction; nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract of the corporation by reason of such directorship, office or interest, except as otherwise provided in the bylaws of the corporation.

ARTICLE XII

The power to alter, amend or repeal the bylaws of the corporation is vested in the shareholders.

ARTICLE XIII

The Sale, Lease, Exchange or other disposition of all, or substantially all, the property and assets of the corporation, when made in the usual and regular course of the business of the corporation, may be made upon such terms and conditions and for such considerations, which may consist in whole or in part of money or property, real or personal, including shares of any other corporation, domestic or foreign, as shall be authorized by its shareholders, provided the authorization and consent of two-thirds of all shareholders shall have been obtained.

ARTICLE XIV

The Board of Directors shall not authorize any pledge, mortgage, deed of trust or trust indenture without the authorization and consent of two-thirds of the shareholders.

ARTICLE XV

The name and address of the incorporator(s) of the Articles of Incorporation is:

Incorporators:


ERWIN KARLEN


BOROGNON PASCAL

c/o William M. Pavlov, Esq.
633 N.E. 167th Street
Suite 1112
N. Miami Beach, Florida 33162

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on the 4th day of May, 1995 personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments:

Erwin Karlen
ERWIN KARLEN
Incorporator

Borgognon Pascal
BORGOGNON PASCAL
Incorporator

Address:
c/o Law Offices of William M. Pavlov, Esq.
Suite 1112
633 N.E. 167th Street
North Miami Beach, Florida 33162

TO ME well known, and known to me to be the person(s) who executed the foregoing Articles of Incorporation, who hereby acknowledges that he signed and executed the same for its uses and purposes herein stated. In witness whereof, I hereunto set my hand and seal at Miami, Florida this day and year above written.



ESPERANZA VILAFRADE
My Commission CC424287
Expires Dec. 04, 1998
Bonded by HAI
800-422-1555

Esperanza Villafrade
NOTARY PUBLIC
STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091 statute, the following is submitted in compliance with said act:

The Incorporators desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, have named the law offices of William M. Pavlov, 633 N.E., 167th St., Suite 1112, N. Miami Beach, Fl 33162 as its agent(s) to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office at:

633 N.E. 167th Street, Suite 1112
N. Miami Beach, Florida 33162


WILLIAM M. PAVLOV, ESQ.,
REGISTERED AGENT

Dated this 4th day of May, 1995.