

Offshore Travel
P95000047269

13th June 1995

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee
Florida 32314

Dear Sir:

Enclosed herewith is a check for \$122.50 for the
incorporation of Offshore USA Inc, a Florida corporation.

Please forward a stamped second copy for our record.

Yours sincerely
Offshore USA Inc.

Andrew Rughani

Andrew Rughani

FILED
95 JUN 14 PM 12:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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****122.50 ****122.50

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**ARTICLES OF INCORPORATION
OF
OFFSHORE USA INC.**

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article I - Name

The name of this corporation is Offshore USA Inc.
mailing address for the corporation is

36255 US 19
Palm Harbor
Florida 34684

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TALLAHASSEE FLORIDA

Article II - Duration

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

Article III - General Purpose

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

Article IV - Capital Stock

This corporation is authorized to issue 1,000,000 (one million) shares of capital stock, which shall be designated common stock with a par value of One Dollar (US\$1.00). The Directors of the corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

Article V - Initial Registered Office and Agent

The street office of the initial registered office is 36255 US 19, palm Harbor, Florida 34684 and the name of the initial registered agent of this corporation at that address is Andrew Rughani.

Article VI - Initial Board of Directors

A. This corporation shall have one (1) director initially.

Offshore USA Inc

- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to Byelaws adopted by the shareholders.
- C. The name and address of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Name
Sushma Rughani

Address
36255 US 19, Palm Harbor
Florida 34684

Article VII - Incorporation

The name and address of the Incorporator of this corporation is:

Name
Andrew Rughani

Address
36255 US 19, Palm Harbor
Florida 34684

Article VIII - ByeLaws

The power to adopt, alter or appeal byelaws shall be vested in the Board of Directors.

Article IX - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida General Corporate Act.

Article X - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to these reservations.

Offshore USA Inc

In witness whereof: the undersigned has executed these Articles
at Palm Harbor, Florida this 13th day of June 1995.

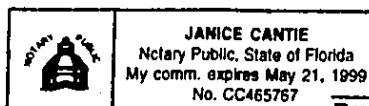
State of Florida
County of Pinellas

Andrew Rughani

Andrew Rughani
6/13/95

The foregoing instrument was acknowledged before me this
13th day of June 1995 by Andrew Rughani who is personally known
to me or has produced identification and who did not take an oath.

Janice Cantie
Notary Public



Printed Name

My commission expires

95 JUN 14 PM 12:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Acceptance by Registered Agent

Having been named as registered agent for the above stated
corporation at the place designated in the Articles of Incorporation,
I hereby agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Andrew Rughani

Andrew Rughani - Registered Agent