FAX (904) 2*2.1223 T. N.C. NAME	417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062	RE: OFFSHORE	PART	NERS,
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ARTICLES OF INCORPORATION OF <u>OFFSHORE PARTNERS, INC,</u>

SECRETARY OF STATE DIVISION OF CORPORATIONS

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THE UNDERSIGNED SUBSCRIBER, acting as incorporator of the corporation pursuant to F.S. § 617, adopts the following Articles of Incorporation:

ARTICLE |

The name of this corporation is OFFSHORE PARTNERS, INC.

ARTICLE II

This corporation shall have a perpetual existence.

ARTICLE III

The corporation is organized to engage in distribution and any other business or purpose that is lawful under the laws of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock, having no par value.

ARTICLE V

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE VI

The principal place of business of this corporation in the State of Florida is 166 Hialeah Drive, Hialeah, Florida 33010-5250.

ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by amendment to the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

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ADDRESS

JORGE RAYNAUD

166 Hialeah Drive Hialeah, FL 33010-5250

Hialeah, FL 33010-5250

ARTICLE VIII

The name and address of the initial Registered Agent at such address is:

NAME

ADDRESS

JORGE RAYNAUD

166 Hialeah Drive Hialeah, FL 33010-5250

ARTICLE IX

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

NAME

ADDRESS

JORGE RAYNAUD

166 Hialeah Drive Hialeah, FL 33010-5250

ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

DATED this $\underline{101L}$ day of June, 1995. JORGE #

SWORN TO AND SUBSCRIBED before me this _____ day of June, 1995, by JORGE RAYNAUD, who executed the foregoing Articles of Incorporation, and who acknowledged that he executed same for the purposes expressed therein, and an oath was taken.

Said person(s) are personally known to me.

Said person(s) produced NC driver licence as Identification:

WITNESS my hand and official seal in ______ County, State of North Carolina.

My Commission Expires: Feb. 14, 1998

Signature of NOTARY PUBLIC
Signature of NOTARY PUBLIC
Stephonie J. Sawyer
Printed Name of Notary
STEDOFFICIAL SEAL
STEPHANIE F. SAWYER Notary Public North Carolina

Q1 46

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED ~ FFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1) The name of the corporation is: _____OFFSHORE PARTNERS, INC.

2) The name and address of the Registered Agent and Office is:

166 HIALEAH DRIVE

HIALEAH, FL 33010-5250

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

RAYNAUD JUNE 14 1995

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

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