

**P95000053523**

**NEW DIRECTIONS INTERNATIONAL, INC.**  
REGISTERED INVESTMENT ADVISOR      INVESTMENT COUNSEL

June 30, 1995

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

FILED  
JUL 5 1995  
TALLAHASSEE, FL

Gentlemen:

Enclosed please find the Articles of Incorporation for a new corporation, American Offshore Management, Inc. along with a check for \$122.50.

If the papers are in order, please send back the completed documents via Federal Express using our account number 1778-2289-2. Thank you for your assistance.

Sincerely,

*D. H. Siegel*  
D. H. SIEGEL

800001531188  
-07/06/95--01074--018  
\*\*\*122.50 \*\*\*122.50

JUL 12 1995 BSB

FILED  
95 JUL -6 AM 10:40  
1995 JUL 6 AM 10:40  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AMERICAN OFFSHORE MANAGEMENT, INC.

Article I

Corporate Name

The Name of this corporation is: American Offshore Management,  
Inc.

Article II

Purpose

This corporation is organized for the following purposes:

1. To buy, sell, exchange, rent, lease, improve, and maintain real or personal property and to otherwise deal in and with real property and personal property of whatever nature or kind; to deal in and with investments of whatever kind and to provide investment opportunities and services.
2. To act to such extent as a corporation organized under the Business Corporation Laws of this state may now or hereafter lawfully do, either as principal or agent either alone or in connection with other corporations, firms

or individuals, all and everything necessary, suitable, convenient or proper for or in connection with or incident thereto. To accomplish any of the purposes of or the statement of any one or more of the objects herein enumerated or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do which exist under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

#### Article III

##### Capital Stock

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$.10 per share.

#### Article IV

##### Initial Principal and Registered Office

The street address of the initial principal and registered office of this corporation is: 2875 N. E. 191st Street, Suite 601, North Miami beach, Florida 33180.

#### Article V

##### Registered Agent

The initial registered agent of this corporation is: David H. Siegel  
located at: 2875 N. E. 191st Street, Suite 601, North Miami Beach, Florida  
33180

#### Article VI

##### Initial Board of Directors

This corporation shall have six directors initially. The number of  
directors may be either increased or diminished from time to time by the By-  
Laws, but shall never be less than one nor more than nine. The names and  
addresses of the initial directors of this corporation are, to wit:

Edward M. Chism	3640 Yacht Club Drive, No. 1509 Aventura, Florida 33180
Gustavo Soto	2875 N. E. 191st Street, Suite 601 North Miami Beach, Florida 33180
Carlos Mijares	2875 N. E. 191st Street, Suite 601 North Miami Beach, Florida 33180
Milton Morales Bello	2875 N. E. 191st Street, Suite 601 North Miami Beach, Florida 33180
Alfredo Ojeda	2875 N. E. 191st Street, Suite 601 North Miami Beach, Florida 33180
David H. Siegel	777 Bayshore Drive, Apt. 706 Fort Lauderdale, Florida 33304

#### Article VII

##### Incorporator

The name and address of the person signing these Articles is: Edward  
M. Chism, 3640 Yacht Club Drive, N. 1509, Aventura, Florida 33180.

IN WITNESS WHEREOF, the undersigned subscriber has executed  
the Articles of Incorporation of American Offshore Management, Inc. this  
27<sup>th</sup> day of June, 1995.

A handwritten signature in black ink, appearing to read "Edward M. Chism", written over a horizontal line.

Subscriber

ACKNOWLEDGEMENT

STATE OF FLORIDA)  
   ) ss.  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county above set forth, personally appeared, EDWARD M. CHISM, 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 those Articles of Incorporation.

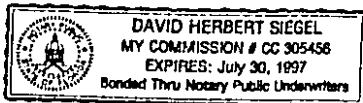
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this <sup>29<sup>th</sup> Oct</sup> ~~30<sup>th</sup>~~ day of June 1995.

*David Herbert Siegel*  
NOTARY PUBLIC, State of Florida

DAVID HERBERT SIEGEL  
Print Name of Notary

Commission No.: CC 305456

My Commission Expires:  
7/30/97



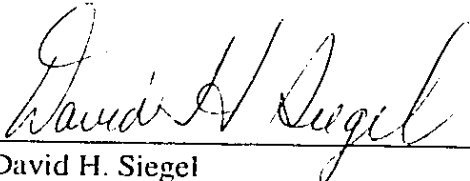
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS IN THIS STATE  
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

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

First: That American Offshore Management, Inc., desiring to organize under the laws of the state of Florida with its principal office as indicated in the Articles of Incorporation has named David H. Siegel, whose address is: 2875 N. E. 191st Street, Suite 601, North Miami Beach, Florida 33180, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named 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.

  
David H. Siegel

FILED  
JUL - 6 AM 10:40

APPLICATION  
FOR  
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE

Sandra H. Morham  
Secretary of State

APPROVED  
AND  
FILED

96 SEP 19 AM 11:00

DOCUMENT # P95000053523

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMERICAN OFF SHORE MANAGEMENT, INC.

RECEIVED  
SEP 19 1996

2875 NE 191ST ST  
SUITE 601  
NORTH MIAMI BEACH FL 33180

2875 NE 191ST ST  
SUITE 601  
NORTH MIAMI BEACH FL 33180



2875 NE 191 ST.  
Suite 702-C  
N. Miami Beach, FL  
33180

2875 NE 191 ST.  
Suite 702-C  
N. Miami Beach, FL  
33180

96

07/06/1995

65-0601722

\$8.75 Additional Fee required for a Certificate of Status

Name	Street Address and P.O. Box Number (Not Post Office Boxes)	City, State, Zip
D CHISM, EDWARD M	3640 YACHT CLUB DR NO 1509	AVENTURA FL 33180
D SOTO, GUSTAVO	2875 NE 191ST SUITE 601	NORTH MIAMI BEACH FL 33180
D MIJARES, CARLOS	2875 NE 191ST ST SUITE 601	NORTH MIAMI BEACH FL 33180
D BELLO, MILTON M	2875 NE 191ST ST SUITE 601	NORTH MIAMI BEACH FL 33180
D OJEDA, ALFREDO	2875 NE 191ST ST SUITE 601	NORTH MIAMI BEACH FL 33180
<del>D SIEGEL, DAVID H</del>	<del>777 BAYSHORE DR APT 700</del>	<del>FT LAUDERDALE FL 33304</del>

B. Name and Address of Current Registered Agent

SIEGEL, DAVID H  
2875 NE 191ST ST  
SUITE 601  
NORTH MIAMI BEACH FL 33180

9. Name and Address of New Registered Agent

Milton Morales  
2875 NE 191 ST.  
702-C (Suite)  
N. Miami Beach  
FL 33180

8/19/96

10. I being appointed as registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

*[Signature]*

9/17/96

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No

SIGNATURE:

*[Signature]*

Milton Morales

9/17/96 (805) 937-4450