

1201 HAYS STREET

800-342-8886



networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000002

REFERENCE : 641868 81444A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 14, 1995

ORDER TIME : 10:12 AM

ORDER NO. : 641868

CUSTOMER NO: 81444A

CUSTOMER: Ms. Blair Hull
PATTERSON & GREEN

Suite A
3010 S. Third Street
Jacksonville, FL 32250

EFFECTIVE DATE
JUL 13 1995

100001538021
-07/14/95 -01016 -008
****122.50 ****122.50

DOMESTIC FILING

NAME: THIRD AVENUE PROPERTIES, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

T. BROWN JUL 14 1995

FILED
95 JUL 14 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

JUL 13 1995

ARTICLES OF INCORPORATION
OF
THIRD AVENUE PROPERTIES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: Corporate Name. The name of the corporation is Third Avenue Properties, Inc.

ARTICLE II: Corporate Existence. The corporation shall exist for perpetuity commencing as of the execution of these Articles.

ARTICLE III: Corporate Purpose. The corporation is organized for the purpose of purchasing, developing, and managing real estate and for any and all lawful business allowed under the laws of the State of Florida or the United States of America.

ARTICLE IV: Authorized Stock. The corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 each.

ARTICLE V: Initial Registered Office and Agent. The street address of the initial registered officer of the corporation is 3010 South Third Street, Jacksonville Beach, Florida 32250, with a mailing address of the same, and the name of the initial registered agent at that address of this corporation is Lawrence R. Patterson.

ARTICLE VI: Principal Place of Business. The principal place of business of this corporation shall be: 207 North Roscoe Boulevard, Ponte Vedra Beach, Florida 32082.

ARTICLE VII: Initial Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Harry Alexon
207 North Roscoe Boulevard
Ponte Vedra Beach, Florida 32082

ARTICLE VIII: Incorporator. The name and address of the person signing these Articles is Lawrence R. Patterson, 3010 South Third Street, Suite A, Jacksonville Beach, Florida 32250.

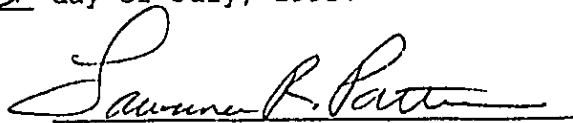
ARTICLE IX: Power to Amend. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X: Corporate Reservations. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI: Preemptive rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of the shares inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of July, 1995.


Lawrence R. Patterson

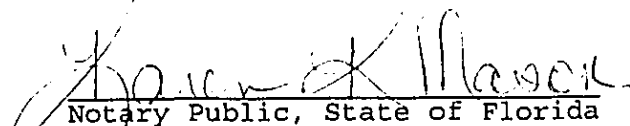
STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared LAWRENCE R. PATTERSON, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 13th day of July, 1995



KAREN K. MASON
MY COMMISSION # CC431392 EXPIRES
February 9, 1999
BONDED THRU TROY FARM INSURANCE, INC.


Notary Public, State of Florida

My Commission Expires:

HAVING BEEN NAMED to accept service of process for Third Avenue Properties, Inc. at the place designated in the Articles of Incorporation, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

DATED this 13th day of July, 1995.


Lawrence R. Patterson

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

222-0171
222-0173 FAX

P95000054564



ACCOUNT NO. : 072100000032

REFERENCE : 180146 81444A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 9, 1996

ORDER TIME : 9:38 AM

ORDER NO. : 180146-005

CUSTOMER NO: 81444A

CUSTOMER: Jennifer Johnson, Legal Asst
Patterson & Green
Suite A
3010 S. Third Street
Jacksonville, FL 32250

500002023245--5
-12/09/96--01021--012
*****35.00 *****35.00

FILED
96 DEC -9 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: THIRD AVENUE PROPERTIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

RECEIVED
5 DEC -9 AM 10:52
SION OF CORPORATION

N. HENDRICKS DEC - 9 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THIRD AVENUE PROPERTIES, INC.

FILED
96 DEC -9 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article I is amended to reflect that the corporation has changed its name from Third Avenue Properties, Inc. to Oceanic Properties, Inc. and the principal office and mailing address of the corporation shall be the same.

SECOND: The date of The Amendment's adoption is December 5th, 1996.

THIRD: The amendment is adopted by the Board of Directors without shareholder action, and shareholder action was not required.

Signed this 5th day of December, 1996.


HARRY ALEXON
President/Director