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HOUSTON & SHAHADY, P.A.

100 Northeast Third Avenue, Suite 850
Fort Lauderdale, Florida 33301-1146

William F. Cobb

Telephone (305) 779-3800
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January 29, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/06/96--01016--013
***122.50 ***122.50

Re: Ocola Incorporated
Our File No. 95-4240.00

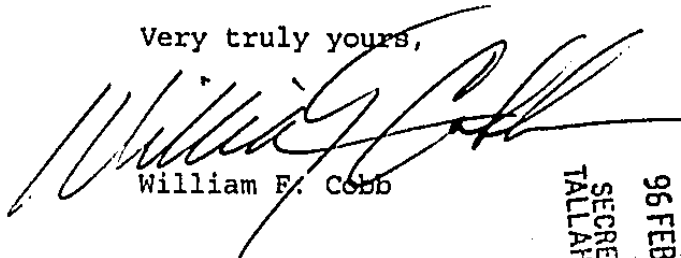
Dear Sir or Madam:

Enclosed herein please find two duplicate originals of the Articles of Incorporation of Ocola Incorporated, together with our firm's trust account check payable to the Secretary to State in the amount of \$122.50, representing the filing fee.

Kindly return a conformed copy of the Articles to the undersigned in the stamped, addressed envelope enclosed for your mailing convenience.

Should you have any questions or comments, please do not hesitate to contact me. Thank you for your courtesy and prompt attention to this matter.

Very truly yours,



William F. Cobb

WFC:rld
Enclosures

Dmc
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OCOLA INCORPORATED**

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: NAME

The name of the corporation shall be OCOLA INCORPORATED.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be % William F. Cobb, Esq., Houston & Shahady, P.A., 100 Northeast Third Avenue, Suite 850, Fort Lauderdale, Florida 33301.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares having a par value of One Dollar(s) (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is William F. Cobb, Esq., Houston & Shahady, P.A., 100 Northeast Third Avenue, Suite 850, Fort Lauderdale, Florida 33301.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is William F. Cobb, Esq., Houston & Shahady, P.A., 100 Northeast Third Avenue, Suite 850, Fort Lauderdale, Florida 33301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is William F. Cobb, Esq., Houston & Shahady, P.A., 100 Northeast Third Avenue, Suite 850, Fort Lauderdale, Florida 33301.

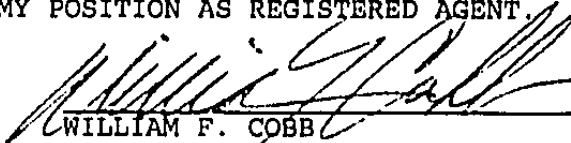
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §607.0501, Florida Statutes, the mentioned 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.

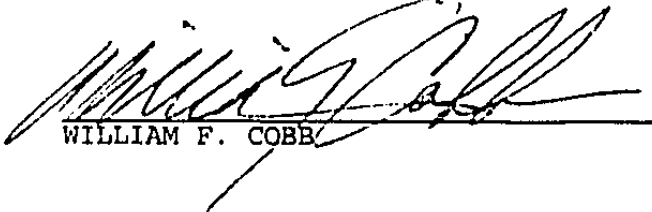
1. The name of the corporation is OCOLA INCORPORATED.
2. The name and address of the registered agent and office is William F. Cobb, Esq., Houston & Shahady, P.A., 100 Northeast Third Avenue, Suite 850, Fort Lauderdale, Florida 33301.

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.


WILLIAM F. COBB

Date: January 29, 1996

The undersigned has executed these Articles of Incorporation this 29th day of January, 1996.


WILLIAM F. COBB