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TALLAHASSEE, FL 32301  
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6 FEB 13 AM 8:36  
DIVISION OF CORPORATION

*960001713068*

ACCOUNT NO. 2 00000032

REFERENCE : 844104 114090

AUTHORIZATION :

*Patricia P. Pitt*

COST LIMIT : \$ 122.50

ORDER DATE : February 12, 1996

ORDER TIME : 3:40 PM

ORDER NO. : 844104

CUSTOMER NO: 114090

800001713068

CUSTOMER: Steven P. Oppenheim, Esq  
OPPENHEIM & ASSOCIATES

Suite 800  
3191 Coral Way  
Miami, FL 33145

EFFECTIVE DATE  
FEB - 7 1996

DOMESTIC FILING

NAME: O.T.C. INTERNATIONAL CORP.

EFFECTIVE DATE: FEBRUARY 7, 1996

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: VICKI PEREZ

EXAMINER'S INITIALS:

T. BROWN FEB 13 1996

FILED  
96 FEB 13 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
FEB - 7 1996

FILED  
96 FEB 13 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

O.T.C. INTERNATIONAL CORP.

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 is:

O.T.C. INTERNATIONAL CORP.

ARTICLE II - PURPOSE

This corporation is organized for the general purpose of transacting all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal place of business and the mailing address of the corporation is:

c/o Oppenheim & Associates  
3191 Coral Way, Suite 800  
Miami, Florida 33145

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares, all of which shall be Common Shares, \$.10 par value per share.

**ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS**

As set forth in the Registered Agent's written acceptance of his appointment which is delivered to the Department of State, together with these Articles of Incorporation, the name and address of the initial Registered Agent for the corporation is:

Steven P. Oppenheim, Esq.  
3191 Coral Way, Suite 800  
Miami, Florida 33145

**ARTICLE VI - INCORPORATOR**

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

Steven P. Oppenheim, Esq.  
3191 Coral Way, Suite 800  
Miami, Florida 33145

**ARTICLE VII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of the corporation.

**ARTICLE VIII - COMMENCEMENT OF EXISTENCE**

The corporate existence of the corporation shall commence on the date of execution of these Articles of Incorporation.

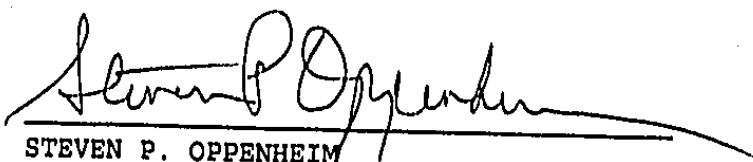
**ARTICLE IX - AMENDMENT**

The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation, in the

manner consistent with law and in conformity with the provisions set forth in the bylaws.

The undersigned incorporator has executed these Articles of Incorporation this 7th day of February, 1996.

Incorporator:

  
STEVEN P. OPPENHEIM

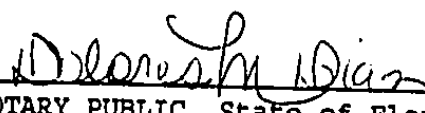
STATE OF FLORIDA )

COUNTY OF DADE )

ss:

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared STEVEN P. OPPENHEIM, personally known to me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same for the purposed therein stated.

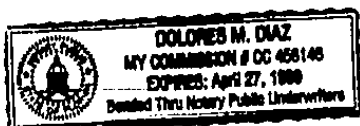
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 7th day of February, 1996.

  
NOTARY PUBLIC, State of Florida at Large

My commission expires:

DOLORES M. DIAZ

Print Name



DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

FILED  
96 FEB 13 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named in the Articles of Incorporation as Registered Agent to accept Service of Process for O.T.C. INTERNATIONAL CORP., with a registered office at 3191 Coral Way, Suite 800, Miami, Florida 33145, I hereby accept 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.



Steven P. Oppenheim, Esq.

DATED: 2/7/96