

FL 33126 1100 1ST ACCOUNTING GROUP

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FLORIDA DIVISION OF CORPORATIONS

10:58 AM

PUBLIC ACCESS SYSTEM

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TO DIVISION OF CORPORATIONS

FROM: 1ST ACCOUNTING GROUP, INC.

DEPARTMENT OF STATE

7270 NW 12 ST

STATE OF FLORIDA

340

409 EAST GAINES STREET

MIAMI FL 33126-19293302-00000000

TALLAHASSEE, FL 32399

CONTACT: MANUEL R DEL VALLE

FAX: (904) 922-4000

PHONE: (305) 477-2234

FAX: (305) 477-4177

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: OVERSEAS ENGINEERING GROUP CORP.

FAX AUDIT NUMBER: H96000002902

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/29/1996

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TALLAHASSEE, FLORIDA
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 29, 1996

1ST ACCOUNTING GROUP INC
7270 NW 12TH ST STE 340
MIAMI, FL 33126

SUBJECT: OVERSEAS ENGINEERING GROUP CORP.
REF: W96000004593

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000002902
Letter Number: 296A00009010

RECEIVED
96 FEB 29 PM 3:42
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
OVERSEAS ENGINEERING GROUP CORP.

FILED
95 FEB 29 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is Overseas Engineering Group, Corp.

ARTICLE II - Nature of Business

This corporation may engage in any activity of business permitted under the laws of the United States of America and of this State.

ARTICLE III- Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is seven thousand five hundred (7,500) shares of common stock, each share having a par value of one dollar (\$ 1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - Term of Existence

This corporation shall have perpetual existence.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 113 Woodlake Cir. Green Acres, FL 33463 and the name of the initial registered agent of this corporation at that address is Vittorio Della Sala.

ARTICLE VI - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished 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:

Vittorio Della Sala
113 Woodlake Cir.
Green Acres, FL 33463

The said director is of full age.

ARTICLE VII - Initial Officers

The names and addresses of the officers are as follows:

PRESIDENT: Vittorio Della Sala
113 Woodlake Cir.
Green Acres, FL 33463

TREASURER: Vittorio Della Sala
113 Woodlake Cir.
Green Acres, FL 33463

SECRETARY: Vittorio Della Sala
113 Woodlake Cir.
Green Acres, FL 33463

ARTICLE VIII- Incorporator

The name and address of the person signing these articles is:

Vittorio Della Sala
113 Woodlake Cir.
Green Acres, FL 33463

ARTICLE IX - Distribution

The name and address of each stock subscriber, and the number of shares of stock which each agrees to take, and the sums subscribed to and paid are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>
Vittorio Della Sala	113 Woodlake Cir. Green Acres, FL 33463	1000 Shares \$1,000.00

ARTICLE X -Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLES XII - Principal Place of Business

The principal place of business or mailing address of this corporation is

P.O. Box 5659
Lake Worth, FL 33463

ARTICLE XIII - Register Agent Acceptance

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 status 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation
this 29th day of February, 1996.


INCORPORATOR
REGISTERED AGENTSECRETARY OF STATE
TALLAHASSEE, FLORIDA

1996 FEB 29 PM 2:37

FILED