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5/17/96

FLORIDA DIVISION OF CORPORATIONS

11:24 AM

((H96000007004))

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TO: DIVISION OF CORPORATIONS

FROM: FAS - CORP. CLIENTS INC.

DEPARTMENT OF STATE

840 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

33416-0629

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: OUTERBANK INC.

FAX AUDIT NUMBER: H96000007004

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/17/1996

TIME REQUESTED: 11:24:29

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
H96000007004

ARTICLES OF INCORPORATION

OF

OUTERBANX INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: OUTERBANX INC.

The principal place of business of this corporation shall be: 15935 W. Prestwick Pl.
Miami, FL 33014

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 Shares

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: Scott Sussman 15935 W. Prestwick Pl.
Miami, FL 33014

Prepared by: Scott Sussman
15935 W. Prestwick Pl.
Miami, FL 33014
(305) 586-3815

H96000007004

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Scott Sussman 15935 W. Prostrick Pl.
Miami, FL 33014

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 16 day of MAY, 1996.

Signature(s) of Incorporator(s)

SCOTT SUSSMAN

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned 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: OUTERBANK INC.

2. The name and address of the registered agent and office is:

Scott Sussman 15935 W. Prestwick Pl.

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33014

(CITY/STATE/ZIP)

SIGNATURE

TITLE

DATE

Scott Sussman

President

05/16/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

Scott Sussman

05/16/96

REGISTERED AGENT FILING FEE:

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SECRETARY OF STATE