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PRESIDE HALL

REFERENCE : 989491 85423A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: June 17, 1996

ORDER TIME: 11:12 AM

ORDER NO. : 989491

CUSTOMER NO: 85423A

CUSTOMER: Keith D. Diamond, Esq KEITH D. DIAMOND, ESQ

Bank Atlantic, Fourth Floor 46 Southwest First Street

Miami, FL 33130

DOMESTIC FILING

NAME: OCEAN REEF CAPITAL MANAGEMENT,

INC.

EFFECTIVE DATE:

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: Victoria L. Perez

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

THE STATE OF STATE

OF

26 1111 17 171 3: 1/4

OCEAN REEF CAPITAL MANAGEMENT, INC.

ARTICLE I

The name of this corporation is Ocean Reef Capital Management, Inc. The principal address of the corporation is 46 S.W. First Street, Suite 400, Miami, Florida 33130.

ARTICLE II

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.

ARTICLE IV

This corporation is authorized to issue One Thousand (1,000) shares of One Hundred Dollars (\$100.00) par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is 46 S. W. First Street, Suite 400, Miami, Florida 33130 and the name of the registered agent of this corporation at that address is Keith D. Diamond.

ARTICLE VI

This corporation shall have one (1) director initially. The number of director(s) may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director(s) of this corporation and of the corporation are:

Rachmil Lekash

46 S.W. First Street, #400 Miami, Florida 33130

Sarita Lekash

46 S.W. First Street, #400 Miami, Florida 33130

ARTICLE VII

The name and address of he person signing these Articles is Keith D. Diamond, 46 S. W. First Street, Fourth Floor, Miami,

Florida 33130,

ARTICLE VIII

36 JULI 17 PH 3: 44

The power to adopt, alter, named or repeal By-Laws shall be vested in the Florida General Corporation Act.

ARTICLE IX

shall have all the corporate powers This corporation enumerated in the Florida General Corporation Act.

ARTICLE X

The corporation shall indemnify any office or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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

I AM HEREBY familiar with and accept the duties and responsibilities as registered agent for said corporation.

KEITH D. DIAMOND Subscriber and Registered Agent

STATE OF FLORIDA

COUNTY OF DADE

88.

The foregoing instrument was acknowledged before me on this day of 1996, by Keith D. Diamond, who is personally known to me.

> NOTARY /PUBLIC State of Florida

At Large

Print Name:

OFFICIAL NOTARY SEAL PATSY J BOWEN NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC306060 MY COMMISSION EXP. SEPT 17,1997

My Commission Expires: