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**BIRD, LUCAS  
& COMPANY, P.A.**

CERTIFIED PUBLIC ACCOUNTANTS

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MEMBERS  
American Institute of CPAs  
Florida Institute of CPAs

July 29, 1996

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

7000001910777  
-03/01296--01057--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**IN RE: Ocean Cat, Inc.**

Dear Sir/Madam:

Please file the Articles of Incorporation and return a letter of acknowledgment at your earliest convenience. A check in the amount of \$70 is enclosed for the filing fee.

Thank you for your assistance in this regard.

Sincerely,

Lorraine F. Bird  
Certified Public Accountant

**FILED**  
96 AUG -1 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUG 1 1996

BSB

LFB/bm  
Enclosure

**ARTICLES OF INCORPORATION**  
**OF**  
**Ocean Cat, Inc.**

**FILED**  
96 AUG -1 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent to contract, for the purpose of forming a corporation under the provisions of Section 607, Florida Business Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I. NAME OF CORPORATION**

The name of this corporation shall be Ocean Cat, Inc.

**II. NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the Florida Business Corporation Act, the Laws of the United States of America, or any other state, territory, country or nation.

**III. TERM OF EXISTENCE**

The corporation existence shall commence on August 1, 1996. The corporation shall exist perpetually.

**IV. AUTHORIZED STOCK**

The aggregate number of shares which this corporation shall be authorized to issue is one thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

**V. PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION**

The initial principal office of the corporation is 13030 Gandy Boulevard North, St. Petersburg, Florida 33702 and the initial mailing address of the corporation shall be the same.

**VI. REGISTERED AGENT AND REGISTERED OFFICE**

The address of this corporation's initial registered office is 13030 Gandy Boulevard North, St. Petersburg, Florida 33702, and the name of its initial registered agent at said address is Daniel J. Avoures.

**VII. BOARD OF DIRECTORS**

The affairs of the corporation shall be conducted by a Board of Directors, composed of not less than one person, who need not be a stockholder. The number of directors may be increased or decreased from time to time by the Bylaws adopted by the stockholders, but shall never be less than one (1) person.

The Board of Directors shall have the authority to make provisions for their services as directors and to fix the basis and conditions upon which compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation in any form.

**VIII. INITIAL DIRECTORS**

The names and addresses of the initial Directors of the corporation, who, subject to the provisions of these Articles of Incorporation, the Bylaws of the corporation, and the Florida Business Corporation Act, shall hold office for the first year, or until their successors have been duly elected and qualify to serve as Directors, are as follows:

Daniel J. Avoures

13030 Gandy Boulevard North  
St. Petersburg, Florida 33702

Katherine I. Avoures

13030 Gandy Boulevard North  
St. Petersburg, Florida 33702

#### **IX. REGULATION OF INTERNAL AFFAIRS**

Meetings of the shareholders or the Board of Directors of this corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated by the Bylaws of the corporation or by resolution of the Board of Directors.

The initial Bylaws of the corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholders, but the affirmative vote of the holders of the majority of the shares outstanding shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Laws of the State of Florida and these Articles of Incorporation.

#### **X. INFORMAL ACTIONS OF DIRECTORS**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### **XI. MEETINGS BY TELEPHONE CONFERENCE**

The Board of Directors may participate in meetings of the Board by means of a conference telephone or similar communications equipment.

**XII. CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST**

Any contract or other transaction of this corporation with any person, firm or other corporation, or any contract or other transaction in which this corporation is interested, shall not be invalidated or affected by:

The fact that one or more of the directors of this corporation is interested in, or serves as a director or an officer of another corporation; provided that the acts of any director so interested are in good faith, and each person who may become a director of this corporation is hereby relieved of any liability that may otherwise arise by reason of this contracting with this corporation for the benefit of himself or any firm or corporation in which he or she may be interested.

**XIII. INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is as follows:

Daniel J. Avoures

13030 Gandy Boulevard North  
St. Petersburg, Florida 33702

**XIV. INTENTION OF THE INCORPORATOR**

It is the intention of the incorporator of these Articles of Incorporation that this corporation shall remain a closed corporation, and the stockholders of this corporation may enter into such stockholder, stock purchase or trustee agreements with other stockholders of this corporation as they may see fit in order to carry out this intention; provided, however, that the stockholder, stock purchase or trustee agreement shall be noted upon the stock certificate of this corporation.

## **XV. AMENDMENTS**

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 stockholder's meeting by a majority of stockholders eligible to vote thereon.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 29th Day of July, 1996, for the purposes of forming this corporation under the Laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation.

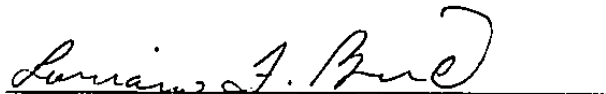
  
Daniel J. Avoures, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29th Day of July, 1996, by DANIEL J. AVOURES who has produced a Florida driver's license as identification and who did take an oath and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at St. Petersburg, in the said County and State, this 29th Day of July, 1996.

  
Notary Public

My Commission Expires:



FLORIDA DEPARTMENT OF STATE

Secretary of State

STATEMENT OF CONSENT OF REGISTERED AGENT

FILED

96 AUG -1 PM 4:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State of the State of Florida:

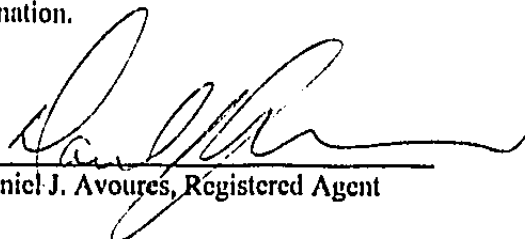
1. The name of the corporation is:

Ocean Cat, Inc.

2. The name and address of the initial registered agent and office are as follows:

Daniel J. Avoures  
13030 Gandy Boulevard North  
St. Petersburg, Florida 33702

3. Having been named as registered agent for this corporation at the registered office designated above, the undersigned hereby accepts the designation.


  
Daniel J. Avoures, Registered Agent

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared DANIEL J. AVOURES, who has produced a Florida driver's license as identification and who did take an oath and who executed the foregoing Statement of Consent of Registered Agent, and he executed the same for the purposes therein expressed.

WITNESS my hand and seal this 29th Day of July, 1996.

  
Notary Public

My Commission Expires:

