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Examiner's Initials GN AUG 2 1 1996

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MELATIASSEE FLORIA

ARTICLES OF INCORPORATION

OF

SOUTH OCEAN REAL ESTATE COMPANY, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE

The narrange comporation is SOUTH OCEAN REAL ESTATE COMPANY, INC. The corporation's initial principal place of business shall be 825 South Bayshore Drive, Suite 1847, Miami, Florida 33131.

ARTICLE II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Mailing Address

The initial mailing address of the corporation is 825 South Bayshore Drive, Suite 1847, Miami, Florida 33131.

ARTICLE Y

Canital Stock

- (a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock each having \$1,00 par value.
 - (b) Preemptive Rights. Shareholders shall have no preemptive rights.
 - (c) <u>Cumulative Voting</u>. Cumulative voting shall not be permitted.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 825 South Bayshore Drive, Suite 1847, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is DAVID R. LANGE.

ARTICLE YII

Director

- (a) <u>Number</u>. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- (b) <u>Initial Directors</u>. The names and street addresses of the members of the first board of directors of the corporation are:

Names

Street Address

DAVID R. LANGE

825 South Bayshore Drive, Suite 1847 Miami, FL 33131

c) <u>Compensation</u>. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form,

ARTICLE VIII

Indennification

The Corporation shall indemnify to the full extent permitted under and in accordance with the laws of the State of Florida any person made or threatened to be made a party to an action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his helts, executors and assigns is or was a director, officer, employee or agent of the Corporation or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time-to-time-by-either the shareholders or the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE X

Incorporator

The name and street address of the incorporator of this corporation are:

DAVID R. LANGE 825 South Bayshore Drive, Suite 1847 Miami, Florida 33131

ARTICLE XI

Amendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles on August 1996.

DAVID R. LANGE

STATE OF FLORIDA) SS: COUNTY OF DADE)

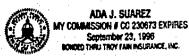
The foregoing instrument was acknowledged before me on this ___/3__ day of August, 1996, by DAVID R. LANGE, who is personally known by me.

Notary Public, State of Florida

Name: ADA J.

Notary Seal

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

SOUTH OCEAN REAL ESTATE, COMPANY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida has named DAVID R. LANGE, located at 825 South Bayshore Drive, Suite 1847, Miami, Florida 33131 as its agent to accept service of process within Florida.

DAVID R. LANGE

Incorporator

Dated: August 13, 1996.

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.

DAVID R. LANGE

Registered Agent

Date: August 3, 1996.

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