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OLLE, MACAULAY & ZORRILLA, P.A.

ATTORNEYS AT LAW

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April 24, 1997

FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

OCEAN FLYERS, INC.

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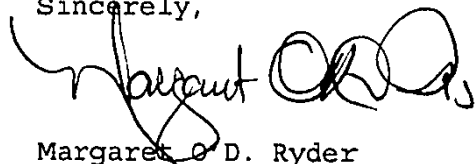
\*\*\*\*122.50 \*\*\*\*122.50

Ladies or Gentlemen:

Enclosed for filing with the Division of Corporations are the Articles of Incorporation of the captioned corporation. Also enclosed is a check in the amount of \$122.50, payable to the Florida Secretary of State, to cover the required filing fee.

Please return the certified copy of the Articles to me in the enclosed prepaid Federal Express envelope.

Sincerely,



Margaret O. D. Ryder  
Legal Assistant

MODR

Enclosures

CC: Allen C. Harper (w/enc)

APR 28

BSB

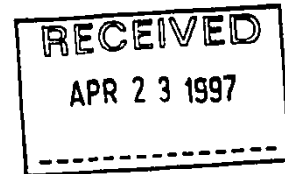
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97 APR 24 AM 11:26  
TALLAHASSEE, FLORIDA  
STATE



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 17, 1997



DENNIS J. OLLE  
OLLE, MACAULAY & ZORRILLA, P.A.  
1402 MIAMI CENTER., 201 S. BISCAYNE BLVD  
MIAMI, FL 33131 US

The name OCEAN FLYERS, INC. has been reserved for 120 days beginning April 17, 1997. The reservation number is R97000001836 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Melissa A Johnson

Letter number: 097A00019464

ARTICLES OF INCORPORATION  
OF  
OCEAN FLYERS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Ocean Flyers, Inc. Its business mailing address is 201 South Biscayne Boulevard, Suite 1402, Miami, Florida 33131.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Olle, Macaulay & Zorrilla, P.A., 201 South Biscayne Boulevard, Suite 1402, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Dennis J. Olle, who upon accepting this designation agrees to comply with the

provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**


The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Allen C. Harper	1360 South Dixie Highway Coral Gables, Florida 33146
Dennis J. Olle	201 South Biscayne Boulevard Suite 1402 Miami, Florida 33131

**ARTICLE VII - INCORPORATOR**

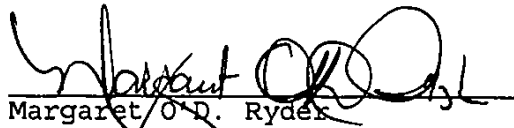
The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Dennis J. Olle	201 South Biscayne Boulevard Suite 1402 Miami, Florida 33131

  
\_\_\_\_\_  
Dennis J. Olle, Incorporator

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

The foregoing Articles of Incorporation of Ocean Flyers, Inc. were acknowledged before me this 24th day of April, 1997, by Dennis J. Olle, as Incorporator, who is personally known to me.

  
Margaret O'D. Ryder  
Notary Public, State of Florida

My Commission Expires:




Margaret O'D. Ryder  
MY COMMISSION # CC555590 EXPIRES  
September 15, 2000  
BONDED TRULY TRUY FAIR INSURANCE, INC.

(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Ocean Flyers, Inc. at the place designated in the Articles of Incorporation, Dennis J. Olle agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: April 24, 1997

  
Dennis J. Olle

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