

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
97 APR 29 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. APR 29 1997

Tx!

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____
BY _____ CK No. _____

WALK-IN Will Pick Up 4/29 12:00

RE:

Sun Ocean Lines
Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU, -
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
SUN OCEAN LINES, INC.**

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Sun Ocean Lines, Inc.

ARTICLE II

NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be 7508 NW 54 Street, Miami, FL 33166. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

ARTICLE VII

DIRECTORS

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be 1.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

Jon Grossman
7508 NW 54 Street
Miami, FL 33166

President / Director

ARTICLE IX

SUBSCRIBER

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

Eric P. Littman
1428 Brickell Avenue, 8th Floor
Miami, FL 33131

ARTICLE X

VOTING FOR DIRECTORS

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

ARTICLE XI

CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

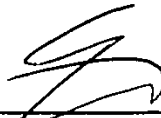
ARTICLE XII

RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

Eric P. Littman, Esquire
1428 Brickell Avenue, 8th Floor
Miami, FL 33131

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles
of Incorporation this 28th day of April, 1997.



Eric P. Littman, Subscriber

State of Florida
County of Dade

The foregoing instrument was acknowledged before me this 28th day of April, 1997
by Eric P. Littman, who is personally known to me and who did take an oath.



Isabel J. Cantera, Notary Public

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted:
Sun Ocean Lines, Inc., desiring to organize a corporation under the laws of the State of
Florida with its principal place of business as stated in its Articles of Incorporation has
named Eric P. Littman Esquire located at 1428 Brickell Avenue, 8th Floor, Miami, FL
33131 as its agent upon whom process may be served within this state.

Having been named to accept service of process for the above-stated corporation, I
hereby accept to act in this capacity and to comply with the provisions of the Act relative
to keeping open said office.



Eric P. Littman

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