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LAW OFFICES OF  
ERIC P. LITTMAN, P.A.  
1428 BRICKELL AVENUE  
EIGHTH FLOOR  
MIAMI, FLORIDA 33131

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAY 12 AM 11:02

MARK J. BRYN  
OF COUNSEL

TEL.: (305) 372-3322  
FAX: (305) 372-0260

May 8, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100002175611--8  
-05/12/97--01164--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporations  
Offshore Marketing Corp.

Gentlemen:

Enclosed please find two original Articles of Incorporation for Offshore Marketing Corp.  
Please return a certified copy to our office. Enclosed is a check in the amount of \$122.50  
to cover the fees.

Very truly yours,



Eric P. Littman

EPL/ijc

Enclosures

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**ARTICLES OF INCORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**OF**

97 MAY 12 AM 11:02

**OFFSHORE MARKETING, INC.**

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 OFFSHORE MARKETING, 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 1428 Brickell Avenue, Eight Floor, Miami, FL 33131. 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:

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

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 8th day of May, 1997.



Eric P. Littman, Subscriber

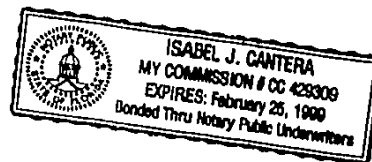
State of Florida  
County of Dade

The foregoing instrument was acknowledged before me this 8th day of May, 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:

OFFSHORE MARKETING, 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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CLERK OF COURT  
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