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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

EFFECTIVE DATE
6-5-97

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: OCEAN ACQUISITION CORPORATION
AUDIT NUMBER.....H97000009682

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ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE

6-5-97

OCEAN ACQUISITION CORPORATION

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is Ocean Acquisition Corporation (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 14250 Southwest 119th Avenue, Miami, Florida 33186.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, per value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 14250 Southwest 119th Avenue, Miami, Florida 33186 and the registered agent at that address is: Kenneth Gordon.
- FIFTH:** The name and address of the incorporator of the Corporation is: Kenneth Gordon, 14250 Southwest 119th Avenue, Miami, Florida 33186.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of the Corporation are:

Manual R. Valcarcel, Esquire
Florida Bar Number 0079911
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9400

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Kenneth Gordon
14250 Southwest 119th Avenue
Miami, Florida 33186

Richard Russo
14250 Southwest 119th Avenue
Miami, Florida 33186

EIGHTH: The corporate existence of the Corporation shall commence on June 5, 1997.

NINTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of June, 1997.


Kenneth Gordon, Incorporator

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Kenneth Gordon

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