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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: INTER-OCEAN, INC.

AUDIT NUMBER.....H97000009862

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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JUN 17 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1997

EMPIRE

SUBJECT: INTER-OCEAN, INC.
REF: W97000014078

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

We have received your document for INTER-OCEAN, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Fraida Chesser
Corporate Specialist

FAX Aud. #: H97000009862
Letter Number: 597A00032241

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ARTICLES OF INCORPORATION
OF

INTER-OCEAN 1996, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: INTER-OCEAN 1996, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5418 Alton Road
Miami Beach, FL 33140

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 Shares @ \$1.00 par value

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the Initial registered agent is:

MICHAEL H. WOLF, ESQ.
2450 N.E. Miami Gardens Drive - 2nd Floor
North Miami Beach, FL 33180

ARTICLE V - INCORPORATORS

The name and street address of the Incorporator(s) to these Articles of Incorporation is:

ALFRED EZEKIEL
5418 Alton Road
Miami Beach, FL 33140

THIS INSTRUMENT PREPARED BY:
MICHAEL H. WOLF, P.A.
2450 N.E. MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FL 33180
TEL: (305) 932-0550
FLORIDA BAR #231924

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TALLAHASSEE, FLORIDA

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The undersigned incorporator has executed these Articles of Incorporation this 13th day of June, 1997.



ALFRED EZEKIEL, Incorporator

ARTICLES OF INCORPORATION

2

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EMPIRE CORPORATE KIT

JUN-17-1997 12:38

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 of 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: INTER-OCEAN 1998, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

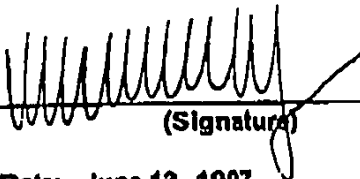
MICHAEL H. WOLF, ESQ.
(NAME)

2450 N.E. MIAMI GARDENS DRIVE
(STREET ADDRESS)

NORTH MIAMI BEACH, FL 33180
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND
AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


(Signature)

Date: June 13, 1997

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL