

P 970000 70910



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 498324 4303929
AUTHORIZATION :
COST LIMIT : \$ 122.50

Patricia Pyle

ORDER DATE : August 15, 1997
ORDER TIME : 10:37 AM
ORDER NO. : 498324-005
CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

400002268304--5

FILED
97 AUG 15 11:46
MILWAUKEE, FLORIDA

DOMESTIC FILING

NAME: INTEROCEAN FINANCIAL SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

RECEIVED
97 AUG 15 11:25
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
INTEROCEAN FINANCIAL SERVICES, INC.

FILED
97 AUG 15 AM 11:46
SEC.
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is INTEROCEAN FINANCIAL SERVICES, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 3211 Ponce de Leon Boulevard, Suite 301, Coral Gables, Florida 33134.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 3211 Ponce de Leon Boulevard, Suite 301, City of Coral Gables, County of Dade, State of Florida 33134 and the name of its initial registered agent at such office is Joseph Milton.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's

Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Joseph Milton
3211 Ponce de Leon Boulevard
Suite 301
Coral Gables, Florida 33134

Pablo Artiaga
3211 Ponce de Leon Boulevard
Suite 301
Coral Gables, Florida 33134

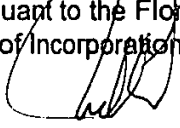
ARTICLE VII

The name of the Incorporator is Joseph Milton and the address of the Incorporator is 3211 Ponce de Leon Boulevard, Suite 301, Coral Gables, Florida 33134.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

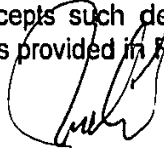
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 14 day of August, 1997.



Joseph Milton, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of INTEROCEAN FINANCIAL SERVICES, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Joseph Milton, Registered Agent

Dated: August 14, 1997