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LAW OFFICE OF  
MICHAEL B. HOLDEN, P.A.

212 S. E. EIGHTH STREET

SUITE 103

FORT LAUDERDALE, FLORIDA 33316

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FILED

97 SEP 25 AM 9:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 22, 1997

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

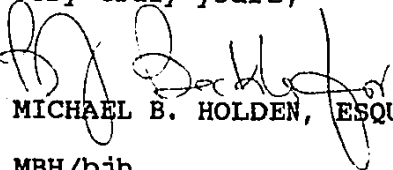
Re: Overseas International, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents that cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



MICHAEL B. HOLDEN, ESQUIRE

MBH/bjb

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-09/25/97-01083--004

\*\*\*122.50 \*\*\*122.50

Enclosures

Mailing Address of Corporation:

Overseas International, Inc.  
1000 South Ocean Blvd.  
Suite 14E  
Pompano Beach, FL 33062

P. Hall

SEP 26 1997

# ARTICLES OF INCORPORATION

of

OVERSEAS INTERNATIONAL, INC.  
(name of corporation)

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

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TALLAHASSEE, FLORIDA

## ARTICLE I - CORPORATE NAME

The name of the corporation is:

OVERSEAS INTERNATIONAL, INC.

## ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

## ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

## ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares ( 500 ) of ONE  
Dollar(s) (\$ 1.00 ) par value Common Stock, which shall be designated "Common Shares."

## ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Overseas International, Inc.</u>		
ADDRESS	<u>1000 South Ocean Blvd. Suite 14E</u>		
CITY	<u>Pompano Beach</u>	FLORIDA	ZIP <u>33062</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>Sheldon Kresler</u>		
ADDRESS	<u>1000 South Ocean Blvd. Suite 14E</u>		
CITY	<u>Pompano Beach</u>	FLORIDA	ZIP <u>33062</u>

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two ( 2 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Sheldon Kresler - President</u>		
ADDRESS	<u>1000 South Ocean Blvd. Suite 14E</u>		
CITY	<u>Pompano Beach,</u>	STATE <u>FL</u>	ZIP <u>33062</u>
NAME	<u>William Walker</u>		
ADDRESS	<u>2655 South Bayshore Drive, Suite 216</u>		
CITY	<u>Coconut Grove</u>	STATE <u>FL</u>	ZIP <u>33133</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

# ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Sheldon Kresler - President		
ADDRESS	1000 South Ocean Blvd., Suite 14E		
CITY	Pompano Beach,	STATE	FL ZIP 33062
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 22 day of September, 19 97.

X Sheldon Kresler (Seal)  
 Sheldon Kresler  
 \_\_\_\_\_ (Seal)  
 \_\_\_\_\_ (Seal)

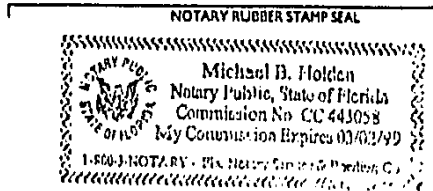
STATE OF FLORIDA )  
 ) SS  
 COUNTY OF Broward )

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Sheldon Kresler FL DL K 624-792-42-023-0  
 Signature / Sheldon Kresler Form of Identification

\_\_\_\_\_  
 Signature Form of Identification  
 \_\_\_\_\_  
 Signature Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath (was)(was not) taken.



Witness my hand and official seal in the County and State last aforesaid this 22 day of September, 19 97.  
 \_\_\_\_\_  
 Notary Signature  
MICHAEL B. HOLDEN, ESQUIRE  
 Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OVERSEAS INTERNATIONAL, INC.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

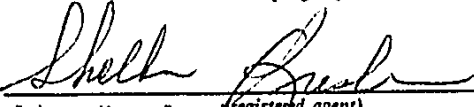
at 1000 South Ocean Blvd., Suite 14E, Pompano  
Beach, FL 33062

has named Sheldon Kresler

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

  
Sheldon Kresler (Registered agent)