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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 643463 81748A  
AUTHORIZATION :  
COST LIMIT : Patricia Pizutti

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 19 AM 8:51

ORDER DATE : December 19, 1997

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ORDER NO. : 643463-005

CUSTOMER NO: 81748A

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CUSTOMER: Louise E. Tudzarov, Esq  
LOUISE E. TUDZAROV, ESQ

345 W. Oakland Park Boulevard  
Ft. Lauderdale, FL 33311

DOMESTIC FILING

NAME: THM OCEAN, INC.

EFFECTIVE DATE: 12/19/97

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
THM OCEAN, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THM OCEAN, INC.

The address of the principal office of this corporation shall be 20035 Palm Island Drive, Boca Raton , Florida 33498, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Tom Kornitzer Pres./Treas.	20035 Palm Island Drive Boca Raton, Florida 33498
Mac Bagby V.Pres./Sec.	Same

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 19, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

HBD/jbg