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98 FEB 19 AM 10:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 26, 1998

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

RE: Articles of Incorporation for OCEANDREAM LIMITED, *Corporation*

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and check for:  
\$172.50, Filing Fee, Certified Copy & Certificate.

Sincerely,



Andrew Hatcher, III

Atlantic Portfolio Analytics & Management, Inc. —  
201 East Pine Street, Suite 600  
Orlando, Florida 32801-2719 USA

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-01/30/98--01086--003  
\*\*\*\*172.50 \*\*\*\*172.50

Enclosure

P. Hall

FEB 19 1998

*6098-2342*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 3, 1998

ANDREW HATCHER, III  
201 E PINE ST, SUITE 600  
ORLANDO, FL 32801-2719

SUBJECT: OCEANDREAM LIMITED, CORPORATION  
Ref. Number: W98000002342

407) 84377110

We have received your document for OCEANDREAM LIMITED, CORPORATION and your check(s) totaling \$172.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of 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 (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 898A00005931



*Atlantic Portfolio Analytics & Management, Inc.*

201 East Pine Street • Suite 600 • Orlando, Florida 32801-2719 USA • 1-407-843-7110 • Fax 1-407-843-7399

February 17, 1998

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

Attn.: Pamela Hall

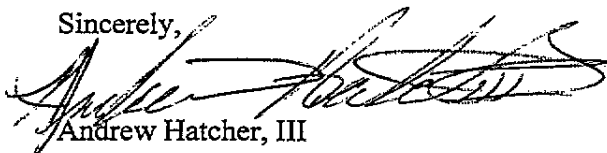
RE: Articles of Incorporation for OCEANDREAM LIMITED

Dear Ms. Hall:

Enclosed please find the Certificate of Designation of Registered Agent/Registered Office.

Please notify the undersigned if you have any further questions or require additional information in this matter. Thank you for your assistance.

Sincerely,



Andrew Hatcher, III

Enclosure

**ARTICLES OF INCORPORATION  
OF  
OCEANDREAM LIMITED, CORPORATION**

**FILED**

**98 FEB 19 AM 10:25**

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

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I NAME**

The name of the corporation shall be OCEANDREAM LIMITED, CORPORATION.

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, 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 {1000} shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV REGISTERED & PRINCIPAL ADDRESS**

The street address of the initial registered office of the corporation shall be 201 E. Pine Street, Suite #601, Orlando, Florida 32801, and the name of the initial Registered Agent for the corporation at that address is Andrew Hatcher, III. The principal address of the corporation shall be 201 E. Pine Street, Suite #601, Orlando, Florida 32801, the same as the registered office of the corporation.

**ARTICLE V SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI TERM OF EXISTENCE**

This corporation shall exist perpetually.

## ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advise concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

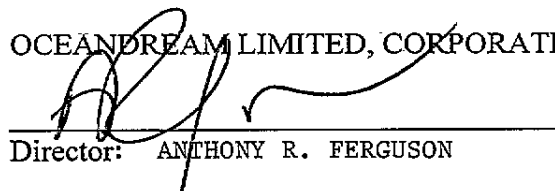
## ARTICLE VIII DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

ANTHONY R. FERGUSON  
PATRINA FARQUHARSON

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and seal on this 23<sup>rd</sup> day of January 1998.

OCEANDREAM LIMITED, CORPORATION

  
Director: ANTHONY R. FERGUSON

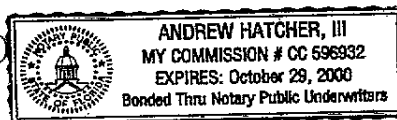
STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was executed and acknowledged before me this 23<sup>rd</sup> day of January 1998, by Anthony R. Ferguson.

  
Andrew Hatcher, III

Notary Public  
My Commission Expires:

(Seal)



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

**FILED**  
98 FEB 19 AM 10:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. The name of the corporation is OceanDream Limited, Corporation.
2. The name and address of the registered agent and office is:

ANDREW HATCHER, III  
201 E. Pine Street, Suite 601  
Orlando, Florida 32801

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 the 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.

  
ANDREW HATCHER, III

2-17-98  
DATE