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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: OCEAN CAM, INC.

AUDIT NUMBER.....H98000004004

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

CERT. OF STATUS..0

PAGES..... 6

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**ARTICLES OF INCORPORATION**

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**OF  
OCEAN CAM, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

**ARTICLE ONE,**

**NAME**

The name of the corporation is OCEAN CAM, INC.

**ARTICLE TWO**

**CORPORATE DURATION**

The duration of the corporation is perpetual, commencing at the filing of these articles with the Department of State.

**ARTICLE THREE**

**PURPOSE OR PURPOSES**

The general purposes of which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

James F. Comander, Esquire  
Florida Bar No. 161200  
One Datran Center  
9100 S. Dadeland Blvd.  
Suite 1406  
Miami, FL 33156  
(305) 66209358

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2. To do so such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing

#### **ARTICLE FOUR**

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#### **CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is one-hundred thousand (100,000). Such shares shall be of a single class, and shall have a par value of Two Hundred (\$200.00) dollars per share or be without par value.

#### **ARTICLE FIVE**

#### **REGISTERED OFFICE AND AGENT**

The street address of the initial office of the corporation is 11415 S. Dixie Highway, Suite 200, Miami, Florida 33156 and the name of its initial registered agent is Richard Brown.

#### **ARTICLE SIX**

#### **DIRECTORS**

The number of directors constituting the initial Board of Directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

#### **NAME**

Thomas Ingersoll

#### **ADDRESS**

11415 S. Dixie Highway  
Suite 200  
Miami, Florida 33156

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**ARTICLE SEVEN  
INCORPORATORS**

**NAME**

**ADDRESS**

Thomas Ingersoll

11415 S. Dixie Highway  
Suite 200  
Miami, Florida 33156

**ARTICLE EIGHT  
PRINCIPAL OFFICE**

The principal office of the corporation shall be located at 11415 S. Dixie Highway,  
Suite 200, Miami, Florida 33156.

**ARTICLE NINE**

**MANAGEMENT OF THE CORPORATION BY BOARD OF DIRECTORS**

All corporate powers shall be exercised, and the business and affairs of the  
corporation shall be managed under the authority of the Board of Directors.

**ARTICLE TEN**

**BY-LAWS**

The power to adopt, alter, amend or repeal corporate by-laws shall be vested in  
the Board of Directors and the shareholders.

**ARTICLE ELEVEN**

**AMENDMENT**

The corporation reserves the right to amend, alter, change or repeal any or all of

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the provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon shareholders herein granted are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Miami, Dade County, Florida for the uses and purposes aforesaid, this 21<sup>st</sup> day of February, 1998.

  
THOMAS INGERSOLL

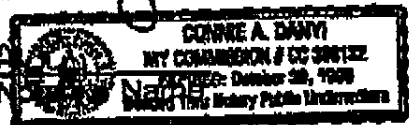
STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of February, 1998, by THOMAS INGERSOLL, that he signed the foregoing Articles of Incorporation. He is personally known to me has produced as identification and did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 21<sup>st</sup> day of February, 1998.

  
NOTARY PUBLIC - State of Florida

Connie A. Dany  
Print, Type, or Stamp Name



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H980000004004 REGISTERED AGENT ACCEPTANCE

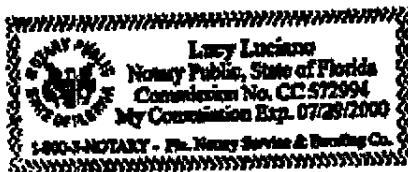
Having been named as Registered Agent on whom process may be served for OCEAN CAM, INC., at the place designated in the Articles of Incorporation, I hereby accept said appointment as a Registered Agent and am familiar with and also accept the obligations of that position.


  
RICHARD BROWN, Registered Agent

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 26 day of February, 1998, by RICHARD BROWN, that he signed the foregoing Articles of Incorporation. He is personally known to me/has produced FL Drivers License as identification and did/did not take an oath. #B650 753 30 3020

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 26 day of February, 1998.



  
NOTARY PUBLIC - State of Florida  
Lucy E. Luciano  
Print, Type, or Stamp Notary's Name

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