THE UNITED STATES

ACCOUNT NO.: 07210000032

REFERENCE: 728001 4133D

AUTHORIZATION :

COST LIMIT :

ORDER DATE: March 4, 1998

ORDER TIME: 10:35 AM

ORDER NO. : 728001-005

CUSTOMER NO: 4133D

CORPORATION

CUSTOMER: Ms. Lori Weiss

STEARNS WEAVER MILLER WEISSLER

ALHADEFF & SITTERSON, P.A.

Suite 1900

200 East Broward Boulevard 300002446773--7
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME:

OCCIDENTAL GROUP, INC.

EFFECTIVE DATE:

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: Christopher Smith

EXAMINER'S INITIALS:

2544-W98-4824



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

March 4, 1998

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: OCCIDENTIAL GROUP, INC.

Ref. Number: W98000004824

RESUBMIT

Please give original submission date as file date.

We have received your document for OCCIDENTIAL GROUP, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6973.

Claretha Golden **Document Specialist**

Letter Number: 598A00011967

ARTICLES OF INCORPORATION

 \mathbf{OF}^*

OCCIDENTAL GROUP MANAGEMENT, INC.

DIVISION OF FILED 98 MAR -4 PM 2:54

ARTICLE I - NAME AND ADDRESS

The name of this corporation is Occidental Group Management, Inc.

The address of the principal office and the mailing address of this

corporation is 369 So. Lake Drive, Suite F3, Palm Beach, Florida

33480-4555.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any unissued or treasury shares of this corporation of the same kind, class or

series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

<u>Name</u>

Address

Peter L. Desiderio, Esq.

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 200 East Broward Blvd. Suite #1900 Ft. Lauderdale, FL 33301

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VII - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The

names and addresses of the members of the initial Board of Directors of this corporation are:

<u>Name</u>

<u>Address</u>

Vesna Oelsner

369 So. Lake Drive, Suite F3 Palm Beach, Florida 33480-4555

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

Peter L. Desiderio, Esq.

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 200 East Broward Blvd. Suite #1900 Ft. Lauderdale, FL 33301

ARTICLE IX - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of March, 1998.

Peter L. Desiderio, Incorporator

ACCEPTANCE OF APPOINTMENT

OF_

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

Peter L. Desiderio Registered Agent

SICRETARY OF STATE STATE STATE OF CORPORATIONS

98 MAR -L PH 2: 54