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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. OCEAN 55, INC. (Corporation Name) (Document #)
- 2. (Corporation Name) (Document #)
- 3. (Corporation Name) (Document #)
- 4. (Corporation Name) (Document #)

FILED
98 MAY -1 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in
- Pick up time 2:00
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 MAY -1 AM 11: 24
DIVISION OF CORPORATION

K. Roffe MAY 01 1998

Examiner's Initials

ARTICLES OF INCORPORATION
OF
OCEAN 55, INC.

FILED
98 MAY -1 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation shall be:

OCEAN 55, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1313 PONCE DE LEON BLVD.
SUITE 300
CORAL GABLES, FL 33134

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

750 AT \$10.00 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

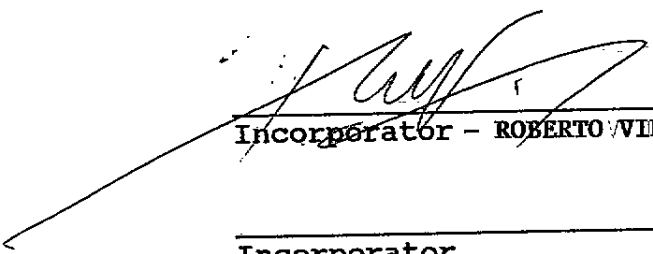
MANUEL L. RIVERO
1313 PONCE DE LEON BLVD. STE.300
CORAL GABLES, FL 33134

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

P - ROBERTO VINAS
1313 PONCE DE LEON BLVD. STE.300
CORAL GABLES, FL 33134

The undersigned has(have) executed these Articles of Incorporation this 28th day of April, 1998.



Incorporator - ROBERTO VINAS


Incorporator

STATE OF FLORIDA

COUNTY OF DADE

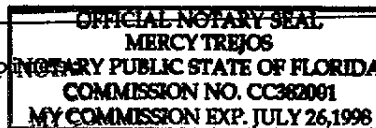
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared ROBERTO VINAS, to me known to be the persons described in and who executed the foregoing instrument or who have produced VALID PHOTO DRIVERS LICENSE as identification and who did take an oath and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid the 28th day of April, 1998.



NOTARY PUBLIC, State of Florida at Large

(Print Name)
My Commission expires



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating registered office/registered agent in the State of Florida.

1. The name of the corporation is:

OCEAN 55, INC.


2. The name and address of the registered agent and office is:

MANUEL L. RIVERO
1313 PONCE DE LEON BLVD.
SUITE 300
CORAL GABLES, FL 33134


Resident Agent - MANUEL L. RIVERO

Date: April 28, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.


Resident Agent - MANUEL L. RIVERO

FILED
98 MAY -1 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA