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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

EFFECTIVE DATE

5-21-98

FAX #: (305)672-9110

NAME: OCEAN THEATER, INC.

AUDIT NUMBER.....H98000009668

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

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Ocean Theater, Inc.

EFFECTIVE DATE
5-21-98

Article II. Address

The mailing address of the Corporation is:
Ocean Theater, Inc.
c/o Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Rossz Fiu Corporation
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Eduardo Avila

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Jan Carson Cheezem | FL Bar Member 335193
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

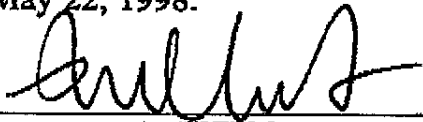
The name and address of the incorporator is:

Jan Carson Cheezem
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 21, 1998.

The undersigned incorporator executed these Articles of Incorporation on May 22, 1998.



JAN CARSON CHEEZEM
by L.A. Uriarte as attorney-in-fact

Jan Carson Cheezem | FL Bar Member 335193
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Ocean Theater, Inc.

REGISTERED AGENT/OFFICE:

Rossz Fiu Corporation
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ROSSZ FIU CORPORATION
Jan Carson Cheezem, President
by L.A. Uriarte as attorney-in-fact

Date: May 22, 1998.

Jan Carson Cheezem | FL Bar Member 335193
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605

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