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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: OCEANIC RESEARCH AND EXPLORATION, INC.

AUDIT NUMBER.....H98000010977

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

CERT. OF STATUS..0

PAGES.....7

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

OCEANIC RESEARCH AND EXPLORATION, INC.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is: OCEANIC RESEARCH AND EXPLORATION, INC.

ARTICLE II - NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting and any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, historical products and material, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

Prepared by → Richard Burns, Esquire  
Florida Bar No. 091370  
1500 NW 107 Avenue - 200  
Miami, Florida 33172  
305-597-0202

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D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owners of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Hundred (100) shares of Five Dollars (\$5.00) per value, the consideration to be paid for each share shall be Five Dollars (\$5.00).

#### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than FIVE HUNDRED (\$500.00) Dollars.

#### ARTICLE V

This Corporation is to exist perpetually.

#### ARTICLE VI

The initial post office address of the registered agent of this corporation is:  
1500 N.W. 107 Avenue, #200, Miami, Florida 33172 and the name of the initial

*Richard Burns, Esquire  
Florida Bar No. 091370  
1500 NW 107 Avenue - 200  
Miami, Florida 33172  
305-597-0202*

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registered agent of this corporation is Richard Burns, Esq. The address of the corporation is 701 Spanish Main Drive, Lot 625, Cudjoe Key, Florida 33042.

ARTICLE VII

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This corporation shall have two (2) director initially. The number of directors may increase or diminish from time to time, by laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

The names and post office addresses of the member(s) of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Gerd Puklowski President and Secretary	701 Spanish Main Drive, Lot 625 Cudjoe Key, Florida 33042
Thomas R. Yerian Vice President and Treasurer	265 15th Street, Apartment E Marathon, Florida 33050 -

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gerd Puklowski President and Secretary	701 Spanish Main Drive, Lot 625 Cudjoe Key, Florida 33042
Thomas R. Yerian Vice President and Treasurer	265 15th Street, Apartment E Marathon, Florida 33050

*Richard Burns, Esquire  
Florida Bar No. 091370  
1500 NW 107 Avenue - 200  
Miami, Florida 33172  
305-597-0202*

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ARTICLE X - AMENDMENT

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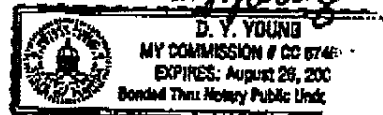
These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the subscribing stockholders and incorporates have hereto set their hands and seals, and caused these Articles of Incorporation to be executed this 13 day of May, 1998.

  
Gard Puklowski - President and Secretary

  
Thomas R. Yerian - Vice-President and  
Treasurer FLDL# Y650-836-46-009-0

STATE OF FLORIDA )  
COUNTY OF DADE )

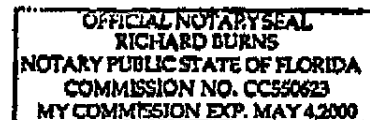


BEFORE ME, the undersigned authority, this day personally appeared, GERD PUKLOWSKI, known to me to be the persons who executed the foregoing Articles of Incorporation of OCEANIC RESEARCH AND EXPLORATION, INC., and severally acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the city of Miami, Dade County, Florida this 12 day of May, 1998.

  
NOTARY PUBLIC - Richard Burns  
My commission expires:

Richard Burns, Esquire  
Florida Bar No. 091370  
1500 NW 107 Avenue - 200  
Miami, Florida 33172  
305-597-0202



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STATE OF FLORIDA )  
COUNTY OF MONROE )

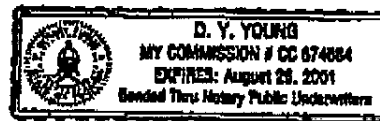
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BEFORE ME, the undersigned authority, this day personally appeared, THOMAS R. YERIAN, known to me to be the persons who executed the foregoing Articles of Incorporation of OCEANIC RESEARCH AND EXPLORATION, INC., and severally acknowledged before me that he executed the same for the purposes herein expressed.

FLDL# Y650 236  
46 0090

WITNESS my hand and official seal in the city of Miami, Dade County, Florida this 13th day of May, 1998.

  
NOTARY PUBLIC  
My commission expires:



Richard Burns, Esquire  
Florida Bar No. 091370  
1500 NW 107 Avenue - 200  
Miami, Florida 33172  
305-597-0202

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, HAVING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

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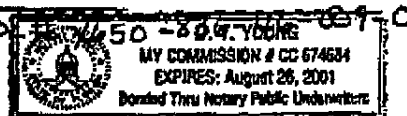
FIRST - THAT OCEANIC RESEARCH AND EXPLORATION, INC. DESIRING  
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT DADE COUNTY, IN THE STATE  
OF FLORIDA, HAS NAMED RICHARD BURNS, ESQ. 1500 N.W. 107 AVENUE,  
#200, MIAMI, FLORIDA 33172, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE:

*[Signature]*  
Gerd Puklowski  
PRESIDENT/SECRETARY

SIGNATURE:

*[Signature]*  
Thomas R. Yerian  
VICE PRESIDENT/TREASURER



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.

SIGNATURE:

*[Signature]*  
RICHARD BURNS  
REGISTERED AGENT

DATE:

5/12/98

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98 JUN 12 AM 9:55  
SECRETARY OF STATE  
ALLAHASSEE FLORIDA

Richard Burns, Esquire  
Florida Bar No. 091370  
1500 NW 107 Avenue - 200  
Miami, Florida 33172

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