

06/26/98 FRI 14:36 FAX 305 374-1005

THOMSON MURARO

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6/26/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000011842 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: THOMSON MURARO RAZOOK & HUNT, P.A.

ACCT#: 102556003002

CONTACT: ANA COZ

PHONE: (305) 350-7200

FAX #: (305) 374-1005

NAME: OCEANUS CORP. DEVELOPMENT, INC.

AUDIT NUMBER.....H98000011842

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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98 JUN 26 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 6/26/98

*Name corrected
& documentation
corrected also*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 26, 1998

Attached.

THOMSON MURARO RAZOOK & HUNT, P.A.

SUBJECT: OCEANUS CORP.
REF: W98000014710

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

THE CONFLICT IS "OCEANUS" A TRADEMARK FILED ON 8/9/88.
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Neysa Culligan
Document Specialist

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Fax Audit No. H980000118425

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ARTICLES OF INCORPORATION
OF
OCEANUS DEVELOPMENT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Oceanus Development, Inc.

ARTICLE II - ADDRESS

The initial street address of the principal office and the mailing address of the Corporation shall be Continental Plaza, 3250 Mary Street, Suite 401, Coconut Grove, Florida 33133.

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of the Corporation shall be Continental Plaza, 3250 Mary Street, Suite 401, Coconut Grove, Florida 33133 and the initial registered agent of the Corporation at such office shall be Brian A. McLaughlin, who upon accepting this designation agrees to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, with respect to maintaining a registered agent and a registered office for service of process.

PREPARED BY:

Richard J. Razook
Florida Bar No. 207470
Thomson Muraro Razook & Hart, P.A.
One Southeast Third Avenue
17th Floor
Miami, Florida 33131
(305) 350-7200

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The name and address of the director constituting the initial Board of Directors is:

Name

Brian A. McLaughlin

Address

Continental Plaza
3250 Mary Street
Suite 401
Coconut Grove, Florida 33133

ARTICLE VIII - INCORPORATOR

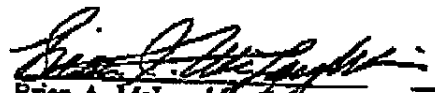
The name and street address of the person signing these Articles of Incorporation is:

Name

Brian A. McLaughlin

Address

Continental Plaza
3250 Mary Street
Suite 401
Coconut Grove, Florida 33133


Brian A. McLaughlin, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been appointed as registered agent to accept service of process for Oceanus Development, Inc., hereby agrees to act in that capacity and further states that he is familiar with and accepts the obligations, and agrees to comply with the provisions, of Sections 48.091 and 607.0501, Florida Statutes.


Brian A. McLaughlin

Fax Audit No. H980000118425