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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

900002746039--4

-01/19/99-01081-006

****131.25 *****87.50

SUBJECT: American Offshore Management Of Aventura, Inc.

Enclosed are an original and two (2) copies of the articles of incorporation and a check for \$131.25 for: Filing fee, Certified copy & Certificate.

FROM:

Edward M. Chism II

2875 N.E. 191st Street #601

Aventura, Florida 33180

305-933-8779

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

AMERICAN OFFSHORE MANAGEMENT OF AVENTURA, INC.

Article 1

Corporate Name

The Name of this corporation is: American Offshore Management Of Aventura, Inc.

Article II

Purpose

This corporation is organized for the following purposes:

1. To buy, sell, exchange, rent, lease, improve, and maintain real or personal property and to otherwise deal in and with real property and personal property of whatever nature or kind; to deal in and with investments of whatever kind and to provide investment opportunities and services.

2. To act to such extent as a corporation organized under the Business Corporation Laws of this state may now or hereafter lawfully do, either as principal or agent either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for or in connection with or incident

thereto. To accomplish any of the purposes of or the statement of any one or more of the objects herein enumerated or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do which exist under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

Article III

Capital Stock

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$.10 per share.

Article IV

Initial Principal and Registered Office

The street address of the initial principal and registered office of this corporation is: 2875 N. E. 191st Street, Suite 601, Aventura, Florida 33180.

Article V

Registered Agent

The initial registered agent of this corporation is: Edward M. Chism II

located at: 2875 N. E. 191st Street, Suite 601, Aventura, Florida 33180.

Article VI

Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than nine. The names and addresses of the initial directors of this corporation are, to wit:

Edward M. Chism	2875 N. E. 191 st Street, Suite 601 Aventura, Florida 33180
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David H. Siegel	2875 N.E. 191 st Street, Suite 601 Aventura, Florida 33180
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Article VII

Incorporator

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

Edward M. Chism, 2875 N. E. 191st Street, Suite 601, Aventura, Florida 33180.

IN WITNESS WHEREOF, the undersigned subscriber has Executed the Articles of Incorporation of American Offshore Management Of Aventura, Inc. this 8th day of January, 1999.


Subscriber

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE
FOR THE SERVICE OF PROCESS IN THIS STATE
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First: That American Offshore Management Of Aventura, Inc., desiring to organize under the laws of the state of Florida with its principal office as indicated in the Articles of Incorporation has named Edward M. Chism II, whose address is: 2875 N. E. 191st Street, Suite 601, Aventura, Florida 33180, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



EDWARD M. CHISM II

99 JAN 19 AM 11:42

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