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LAW OFFICES

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BOCA RATON, FLORIDA 33432-6024
TELECOPIER (561) 394-6775

PETER H. SCHMIDT
I. JEFFREY PHETERSON

TELEPHONE (561) 394-2700
BROWARD (954) 428-0433

February 3, 1999

FEDERAL EXPRESS

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*****122.50 *****78.75

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: SEVEN OCEANS, INC. ARTICLES OF INCORPORATION

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for Seven Oceans, Inc. Please file the Articles of Incorporation and return ONE (1) certified copy to me in the enclosed, self-addressed envelope.

Also enclosed is a \$122.50 check, payable to the Florida Department of State, for payment of the filing fees, as follows:

Articles of Incorporation	\$ 35.00
Designation of and Acceptance by Registered Agent	35.00
Certified Copy of Articles of Incorporation	52.50
TOTAL	<u>\$122.50</u>

EFFECTIVE DATE

2-3-99

Thank you for your assistance in this matter.

Very truly yours,


Peter H. Schmidt

PHS/cf
Enclosures

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99 FEB -4 PM 3:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

08/2/8

ARTICLES OF INCORPORATION

OF

SEVEN OCEANS, INC.

ARTICLE I

NAME

The name of the corporation is Seven Oceans, Inc.

ARTICLE II

PURPOSE

The corporation is organized for the purpose of conducting and carrying on and transacting any and all lawful activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock which shall have a par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

The common stock of the corporation shall have the following characteristics:

A. At all meetings of the shareholders the common shareholders shall be entitled to cast ONE (1) vote for each share of common stock owned. That a common shareholder is interested in a matter to be voted upon shall not disqualify the shareholder from voting thereon.

B. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE

2-3-99

purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on February 3, 1999.

ARTICLE V
PRINCIPAL OFFICE

The address of the initial principal office of the corporation in the State of Florida is 624 South Military Trail, Deerfield Beach, Florida 33442. The Board of Directors, from time to time, may change the street address and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
REGISTERED AGENT

The name of the initial registered agent of the corporation is PETER H. SCHMIDT, and the address of the initial registered agent of the corporation is 400 South Dixie Highway, Suite 420, Boca Raton, Florida 33442.

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have FOUR (4) Directors initially. The number of Directors either may be increased or diminished from time to time by the Bylaws but shall never be less than ONE (1). The name and address of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ALBERT F. MARGUS, JR.	624 South Military Trail Deerfield Beach, Florida 33442
RUTH D. MARGUS	624 South Military Trail Deerfield Beach, Florida 33442
BRADLEY A. MARGUS	624 South Military Trail Deerfield Beach, Florida 33442
LYNN S. WOLTER	624 South Military Trail Deerfield Beach, Florida 33442

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX
INDEMNIFICATION

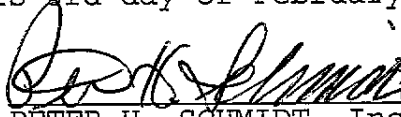
This corporation may indemnify and hold harmless its officers, employees, agents, or former officers, employees, agents, or other persons to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

ARTICLE X
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as an Incorporator is:

PETER H. SCHMIDT
400 South Dixie Highway
Suite 420
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of February, 1999.


PETER H. SCHMIDT, Incorporator

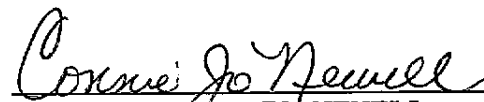
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STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PETER H. SCHMIDT, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me this 3rd day of February, 1999, that he executed these Articles of Incorporation.



Connie Jo Newell
MY COMMISSION # CC738807 EXPIRES
July 22, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


Name: CONNIE JO NEWELL
Notary Public,
State of Florida at Large

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-named corporation, at the place set forth hereinabove, the undersigned hereby accepts such designation and agrees to act as the initial registered agent for the above-named corporation and to comply with all provisions of Section 48.091, Florida Statutes, relative to keeping said office open.


PETER H. SCHMIDT