

**Harvey D. Rogers, P.A.**  
**ATTORNEY AT LAW**  
Courthouse Plaza, Suite 500  
28 West Flagler Street  
Miami, Florida 33130-1891

*Harvey D. Rogers, Esq.*

Telephone: (305) 579 - 2100  
Facsimile: (305) 579 - 9711  
E-Mail: [ROGERSLAW1@AOL.COM](mailto:ROGERSLAW1@AOL.COM)

SECRETARY OF STATE  
Plaza Level 2  
Tallahassee, Florida 32399

March 4, 1999

RE: OCEAN VENDING, INC.

300002797623--9  
-03/08/99--01099--009  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir/Mam:

Enclosed you will find an original and one copy of the Articles of Incorporation of the above corporation, my check in the amount of \$122.50 and a self-addressed stamped envelope.

Please have the Articles of Incorporation filed and remit a copy to my office in the self-addressed stamped enveloped enclosed herein for your convenience.

Should there be any questions, please feel free to contact the undersigned.

Thank you in advance for your prompt attention and cooperation in this matter.

Sincerely,

Harvey D. Rogers, Esq.

HDR:mp

Enclosures

c: Ocean Vending, Inc.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
OCEAN VENDING, INC.**

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TALLAHASSEE FLORIDA

**ARTICLE I**

The name of this Corporation: **OCEAN VENDING, INC.**

**ARTICLE II**

This Corporation is organized for the purpose of transacting and to engage in any activity or business permitted under the laws of the State of Florida and The United States of America.

**ARTICLE III**

This Corporation is authorized to issue 7,500 shares of common stock of One (\$ 1.00) Dollar par value. No other class of stock is authorized.

**ARTICLE IV**

The principal office, mailing address and initial registered office of this Corporation is: Courthouse Plaza, Suite 500, 28 West Flagler Street, Miami, Florida 33130, and the name of the initial registered agent of this Corporation, at the above address is: **Harvey D. Rogers.**

**ARTICLE V**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation. However, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a majority vote of the shareholders of this Corporation.

**ARTICLE VI**

This Corporation shall have One (1) Director(s) initially, but the number may be either increased or decreased by its By-Laws, but shall never be less than One (1). The names and addresses of the initial Board of Directors of this Corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>Harvey D. Rogers</b>	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130

ARTICLE VII

The name(s) and address(es) of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Harvey D. Rogers	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130

ARTICLE VIII

The names and addresses of the initial Officers of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Harvey D. Rogers	Courthouse Plaza, Suite 500 28 West Flagler Street Miami, Florida 33130	Pres/Sec

ARTICLE IX

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, and its amendments and modifications thereof. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the By-Laws of this Corporation in compliance with the Florida General Corporation Act.

ARTICLE X

The Corporation shall indemnify all Officers or Directors, or any former Officer or Director, to the full extent permitted by law for all acts done or made on behalf of the Corporation.

ARTICLE XI

The Board of Directors of the Corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any and all of the property and assets of the Corporation for the purpose of securing the payment or performance of any obligation of the Corporation, without obtaining prior Shareholder approval of any and each such transaction by the vote or written consent of the holders of one hundred (100) percent of the shares of the Corporation entitled to vote thereon and not otherwise.

Harvey D. Rogers

\* Expires July 28, 2002

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