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660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615 T.SMITH DAN 22 2001



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 18, 2001

C T CORPORATON SYSTEM 660 E. JEFFERSON ST. TALLAHASSEE, FL 32301

SUBJECT: OFFSHORE, INC. Ref. Number: W01000001371

Effshore International, Inc.

We have received your document for OFFSHORE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan Document Specialist

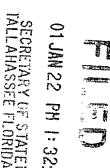
Letter Number: 901A00002

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ARTICLES OF INCORPORATION OF

OFFSHORE INTERNATIONAL, INC.



The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: OFFSHORE INTERNATIONAL, INC.

SECOND: The street and mailing address of the initial principal office of the corporation is: c/o Norman Beckman, At The Anchorage, Unit 611, 6415 Midnight Pass Road, Sarasota, FL 34242.

THIRD: The number of shares the corporation is authorized to issue is: 1,000.

FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

FIFTH: The names and addresses of the persons who are to serve as initial directors are: Norman Beckman, At the Anchorage, Unit 611, 6415 Midnight Pass Road, Sarasota, FL 34242.

SIXTH: The name and address of each incorporator is: Barry H. Frank, Esquire, Schnader Harrison Segal & Lewis, LLP, 1735 Market Street, 38th Floor, Philadelphia, PA 19103.

Dated: January //, 2001

Barry H. Frank, Sole Incorporator

CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

CT CORPORATION SYSTEM

Dated: