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CORP DOCUMENT NUMBER(S), (if known):

~~CITY BEEPERS, INC.~~

- 1. 9265 S.W. 40th Street • Miami, Florida 33165 (Corporation Name) (Document #)
- 2. (Corporation Name) (Document #)
- 3. (Corporation Name) (Document #)
- 4. (Corporation Name) (Document #)

00 NOV -2 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

- Walk in Pick up time Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

11-3
WCC

ARTICLES OF INCORPORATION
OF
HAKUNA MATATA FISHING CHARTERS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

THE NAME OF THIS CORPORATION IS HAKUNA MATATA FISHING CHARTERS
INC.

ARTICLE II. - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE, UNLESS SOONER
DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.
CORPORATE EXISTENCE SHALL COMMENCE AT THE TIME OF FILING OF THE
ARTICLES BY THE DEPARTMENT OF STATE, STATE OF FLORIDA.

ARTICLE III. - PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY
AND ALL LAWFUL BUSINESS.

ARTICLE IV. - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 100 SHARES OF ONE DOLLAR
(\$1.00) PAR VALUE COMMON STOCK WHICH SHALL BE DESIGNED "COMMON
STOCK".

ARTICLE V. - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF
THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH
HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA
SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF
FRACTIONAL SHARE) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 1501 SW 86 CT. MIAMI, FLORIDA, 33144 AND THE NAME OF THE ORIGINAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS YENEYS PARSON.

PRINCIPAL OFFICE:

1501 SW 86 CT.
MIAMI, FL. 33144

MAILING ADDRESS:

1501 SW 86 CT.
MIAMI, FL. 33144

ARTICLE VII. - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAME(S) AND ADDRESS(ES) OF THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS (ARE):

<u>NAME</u>	<u>ADDRESS</u>
YENEYS PARSON	1501 SW 86 CT. MIAMI, FL. 33144
DAVID PARSON	1501 SW 86 CT. MIAMI, FL. 33144

ARTICLE VIII. - INCORPORATOR

<u>INCORPORATOR</u>	<u>ADDRESS</u>	<u>PERCENTAGES OF OWNERSHIP</u>
YENEYS PARSON	1501 SW 86 CT. MIAMI, FL. 33144	49.99 %
DAVID PARSON	1501 SW 86 CT. MIAMI, FL. 33144	50.01 %

ARTICLES IX. - BYLAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLES X. - CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY THE BOARD OF DIRECTORS OR THE HOLDERS OF NOT LESS THAN ONE TENTH OF THE SHARES ENTITLED TO VOTE AT THE MEETING.

ARTICLE XI. - SHAREHOLDER QUORUM AND VOTING

THE MAJORITY OF THE SHARES ENTITLED TO VOTE, REPRESENT IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS.

IF A QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF THE MAJORITY OF THE SHARES REPRESENTED AT THE MEETING AND ENTITLED TO VOTE ON THE SUBJECT MATTER SHALL BE THE ACT OF THE SHAREHOLDERS.

ARTICLES XII. - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER OR NOT SUCH APPROVAL IS REQUIRED BY LAW.

ARTICLE XIII. - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XIV. - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS _____ DAY OF _____, 19_____.


Veneys Parson
VENEYS PARSON


David Parson
DAVID PARSON

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED LUIS QUINTAS AND PERCY DESME, KNOWN TO ME TO BE THE PERSONS WHO EXECUTED THE FORGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THOSE ARTICLE OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED BY OFFICIAL SEAL, IN THE SATE AND COUNTY AFORESAID, THIS 11 DAY OF Oct, 15 2000.

 Ariel Pared
My Commission CC915249
Expires March 02, 2004

 Ariel Pared
My Commission CC915249
Expires March 02, 2004

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES: March 02 2004

I, THE UNDERSIGNED, HAVING BEEN NAMED THE INITIAL REGISTERED AGENT OF THE CORPORATION IN THE FORGOING ARTICLES OF INCORPORATION HEREBY ACCEPT SAID OFFICE AND WILL SERVE IN SAID CAPACITY.

REGISTERED AGENT:

Veneys Parson
VENEYS PARSON