

P97000095756

11/07/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:15 PM

((H97000018609 2))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. ACCT#: 076247002423
CONTACT: BEVERLY F BRYAN FAX #: (954)766-7800
PHONE: (954)763-1200

NAME: JUPITER MARINE INTERNATIONAL, INC.
AUDIT NUMBER.....H97000018609
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
[#1] = COMPUSER= MENU = 0:02:10= 03:16pm Capture Off

11/07/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:15 PM

((H97000018609 2))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. ACCT#: 076247002423
CONTACT: BEVERLY F BRYAN FAX #: (954)766-7800
PHONE: (954)763-1200

NAME: JUPITER MARINE INTERNATIONAL, INC.
AUDIT NUMBER.....H97000018609
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A. (5)
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
[#1] = COMPUSER= MENU = 0:02:11= 03:16pm Capture Off

FILED
97 NOV -7 PM 3:51
SECRETARY OF STATE
ALLIANCE, FLORIDA

m 11/7/97

FILED

ARTICLES OF INCORPORATION

97 NOV -7 PM 3: 51

OF

SECRETARY OF STATE,
TALLAHASSEE, FLORIDA

JUPITER MARINE INTERNATIONAL, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: JUPITER MARINE INTERNATIONAL, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 1 South Ocean Blvd., Suite 315, Boca Raton, Florida 33432.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

Robert J. Burnett, Esq., Florida bar No. 0117978
Atlas, Pearlman, Trop & Borison, P.A.
200 East Las Olas Blvd., Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000,000 shares of common stock, par value \$.001 per share and 5,000,000 shares of Preferred Stock, par value \$0.000 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.
200 East Las Olas Blvd., Suite 1900
Fort Lauderdale, Florida 33301

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have one (1) Directors initially.

**ARTICLE VIII
INITIAL DIRECTORS**

The name and address of the initial Directors of this Corporation are:

Robert J. Keyser-1 South Ocean Blvd., Suite 315
Boca Raton, Florida 33432

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Robert J. Burnett, Esq.

**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 7th day of November, 1997.


Robert J. Burnett, Incorporator


**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Jupiter Marine International, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1 South Ocean Blvd., Suite 315, Boca Raton, Florida 33432 has named South Florida Registered Agents, Inc. whose address is 200 East Las Olas Blvd., Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

**SOUTH FLORIDA REGISTERED AGENTS, INC.
(a Florida Corporation)**


Beverly F. Bryan, President

FILED
97 NOV -7 PM 3: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA