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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W03-28399

J. BRYAN NOV 13 2003

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: REEF ASSOCIATES INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Cinnamin M. O'Shell
(Name of Person)
Bastian & O'Shell, CPA
(Firm/Company)
2200 Corporate Boulevard NW, Ste. 403
(Address)
Boca Raton, Florida 33431
(City/State and Zip code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Cinnamin O'Shell at (561) 994-2822
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☒ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy



Thomas A. Bastian, CPA*

* - Licensed in the States of Florida
& Texas

Cinnamin M. O'Shell

CPA**, CVA, CFE
** - Licensed in the State of FL

November 10, 2003

Florida Department of State
ATTN: Joey Bryan, Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Reef Associates Inc.
Ref. Number: W03000028399

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TALLAHASSEE, FLORIDA

Dear Joey Bryan:

Pursuant to your letter of October 2, 2003, regarding the above-referenced corporation that is attempting to become registered in the state of Florida, enclosed with this letter are the following requirements:

- A Resolution of the Board of Directors adopting the corporate name of OCEAN'S ELEVEN ASSOCIATES, INC., for use in the state of Florida;
- The application for a foreign corporation to transact business in the state of Florida;
- A list of the names and business addresses of the officers and directors; and
- A current certificate of existence from the state of Delaware.

Hopefully, this completes all the necessary requirements and documentation to proceed with registering this corporation in the state of Florida. A check in the amount of \$78.75 was previously submitted to you.

Thank you for your assistance with this registration, and if you have any questions or need anything further, please feel free to contact me.

Very truly yours,

BASTIAN & O'SHELL
Certified Public Accountants

Caroljean Smith
Assistant to Cinnamin M. O'Shell

/cjs
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 2, 2003

CINNAMIN M. O'SHELL
BASTIAN & O'SHELL, CPA
2200 CORPORATE BLVD. NW, STE. 403
BOCA RATON, FL 33431

SUBJECT: REEF ASSOCIATES INC.
Ref. Number: W03000028399

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for REEF ASSOCIATES INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO. *attached*

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return 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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 903A00054262

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TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Carla G Mennefee, do hereby certify
(Name)

that this Resolution of the Board of Directors of Reef Associates, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,
was duly adopted on 10/13/03.

Be it resolved, that Reef Associates, Inc.,
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name
OCEAN'S ELEVEN ASSOCIATES, INC. for use in Florida.

Dated: 10/13/03

Carla C. Mennefee
Signature of either Chairman, Vice Chairman or any officer

CARLA G. MENNEFEE
Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. REEF ASSOCIATES INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 20-0085588
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 5, 2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. May 5, 2003
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2200 Corporate Boulevard NW, Ste. 403, Boca Raton, FL 33431
(Principal office address)
- Same as above
(Current mailing address)
8. Boat Chartering
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: Cinnamin M. O'Shell
- Office Address: 2200 Corporate Blvd. NW, Suite 403
Boca Raton, Florida 33431
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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& ALLAHSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Carla G. Mennefee

Address: 1128 Royal Palm Beach Boulevard, Apt. #344
Royal Palm Beach, FL 33411

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Carla G. Mennefee

Address: 1128 Royal Palm Beach Boulevard, Apt. #344
Royal Palm Beach, FL 33411

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Carla G. Mennefee
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Carla G. Mennefee, President
(Typed or printed name and capacity of person signing application)

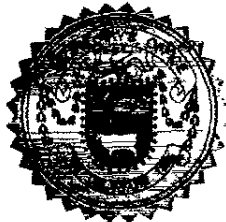
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REEF ASSOCIATES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF OCTOBER, A.D. 2003.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3654548 8300

AUTHENTICATION: 2721612