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June 5, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Boca Sharks, Inc.

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

**CERTIFICATE OF INCORPORATION
OF
BOCA SHARKS, INC.
A NOT-FOR-PROFIT CORPORATION**

The undersigned incorporator hereby forms a corporation under the Not-for-Profit Corporation Act of the State of Florida.

ARTICLE I

1. The name of the corporation is Boca Sharks, Inc..

ARTICLE II

2. The nature of the activities to be conducted, or the purposes to be promoted or carried out by the corporation, are as follows:

- (a) To establish and operate a nonprofit organization organized and operated exclusively for educational, charitable, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law);
- (b) To promote and inculcate interest in the civic and social affairs of the community;
- (c) To encourage among its members the practice of civic virtues and respect for law and order;
- (d) To develop good citizenship;
- (e) To cultivate the spirit of brotherhood and human understanding and to promote friendship and sportsmanship among the members;
- (f) To foster loyalty and cooperation and voluntary assistance among its members and others;
- (g) To promote and exchange ideas among its members and other civic groups;
- (h) To hold meetings and social gatherings for the better realization of the above-named purposes; and
- (i) To do any other act or thing incidental to or connected with the foregoing purposes for any other lawful purpose, or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted by law.

ARTICLE III

3. The corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

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ARTICLE IV

4. The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members are as follows:

There shall be two classes of members: Individual Members and Corporate Sponsors. An Individual Member is an individual who is a resident of Palm Beach County, Florida and has paid all applicable dues set forth in the bylaws of the corporation. An Individual member shall have, subject to the corporation's bylaws, all privileges afforded by the corporation including voting rights of one vote for each Individual Member. A Corporate Sponsor is a corporation or business entity located in Palm Beach County, Florida and has paid all applicable dues set forth in the bylaws of the corporation. A Corporate Sponsor shall have, subject to the corporation's bylaws, all privileges afforded by the corporation but shall not be entitled to voting rights except through Individual Members who are employees, officers, directors, or members of such Corporate Sponsor. Persons or entities seeking membership in the corporation as Individual Members or Corporate Sponsors shall become such members only upon approval of a majority of the members present at any regular or special meeting of the corporation at which a quorum (at least fifty percent (50%) of the Individual Members) shall be present.

ARTICLE V

5. The mailing address of the corporation is 721 SW 15th Street, Boca Raton, FL 33486.

ARTICLE VI

6. The principal place of business of this corporation shall be 721 SW 15th Street, Boca Raton, FL 33486.

ARTICLE VII

7. The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation is:

Victor Lardani
721 SW 15th Street
Boca Raton, FL 33486

ARTICLE VIII

8. Statutory Agent for Service of Process:

(A) Name: David R. Roy, P.A.

(B) Business Address: 4209 N. Federal Hwy., Pompano Beach, FL 33064

ARTICLE IX

9. Other provisions:

(A) The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, profits, or net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation affecting one or more of its purposes set forth in Article 2 hereof and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof, and no trustee, officer, or director of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(B) No part of the activities of the corporation shall be devoted to the carrying on of propaganda activities, or efforts to otherwise influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(C) Notwithstanding any other provision of this Certificate of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Revenue Law).

(D) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making a provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a judgment of a court of competent jurisdiction to an organization or organizations qualifying as exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law) whose purposes are exclusively for one or more of the charitable, religious, educational, or scientific purposes described above.

(E) The management of the corporation shall be vested in a Board of Directors that shall be self-perpetuating. The method of election of directors shall be as determined by the bylaws of the corporation. The corporation shall have three (3) Directors initially. The

number of Directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-Laws of the Corporation. The names and addresses of each director is as follows:

Victor Lardani
721 SW 15th Street
Boca Raton, FL 33486

Eva Marie Lardani
721 SW 15th Street
Boca Raton, FL 33486

Victor R. Lardani, Jr.
721 SW 15th Street
Boca Raton, FL 33486

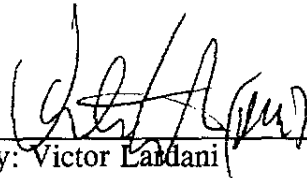
(F) The bylaws of the corporation are authorized to provide that each member of the corporation entitled to vote at any election for directors of the corporation may accumulate his votes and give one candidate a number of votes equal to his vote multiplied by the number of directors to be elected, or by distributing such on the same principle among any number of candidates. However, cumulative voting shall not be allowed unless expressly set forth in the bylaws of the corporation.

(G) The duration of the corporation is unlimited.

(H) The personal liability of a director to the corporation or its members for monetary damages for breach of duty as a director shall be limited to an amount equal to the amount of compensation received by the director for serving the corporation during the calendar year in which the violation occurred (and if the director received no such compensation from the corporation during the calendar year of the violation, such director shall have no liability to the corporation or its members for breach of duty) if such breach did not:

- (i) Involve a knowing and culpable violation of law by the director;
- (ii) Enable the director to receive an improper personal economic gain;
- (iii) Show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation; or
- (iv) Constitute a sustained and unexcused pattern of inattention that amount to an abdication of the director's duty to the corporation.

IN WITNESS WHEREOF, the undersigned incorporator, has signed these Articles of Incorporation for the purpose of forming this corporation under the laws of the State of Florida, and he hereby makes, subscribes, acknowledges and files in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true, this 29 day of May, 2003.

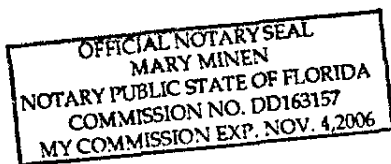

By: Victor Lardani

State of Florida
County of Palm Beach

The foregoing instrument was acknowledged before me this 25 day of May, 2003 by Victor Lardani who is personally known to me or who produced his Florida drivers license as identification.



Notary Public
State of Florida



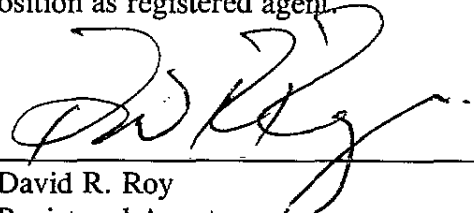
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is Boca Sharks, Inc..
2. The name and address of the registered agent and office is:

David R. Roy, Esq.
DAVID R. ROY, P.A.
4209 N. Federal Hwy.
Pompano Beach, FL 33064

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

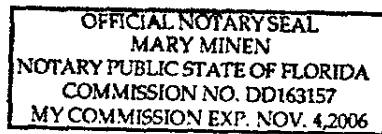


David R. Roy
Registered Agent

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State of Florida
County of Palm Beach

The foregoing instrument was acknowledged before me this 3 day of June, 2003 by Victor Lardani who is personally known to me or who produced his Florida drivers license as identification.




Notary Public
State of Florida