

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 324-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Sponge Merchant
International, Inc

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*****78.75 *****78.75

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
00 JAN 27 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JAN 27 AM 9:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: CS 1/27 9:18
Name Date Time

Walk-In _____ Will Pick Up _____

CB
1-27-00
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ARTICLES OF INCORPORATION
OF
SPONGE MERCHANT INTERNATIONAL, INC.

FILED
00 JAN 27 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE - NAME

The name of this corporation is Sponge Merchant International, Inc. and its mailing address is 1028 Peninsula Avenue, Tarpon Springs, FL 34689

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This general purpose of this corporation is for the operation of a natural sponge retail, wholesale and import/export business and other retail and food service and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value 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/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 595 Main Street, Dunedin, Florida 34683 and the name of the registered agent of this corporation at that address is John G. Hubbard, Esquire.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these articles of incorporation is:

John G. Hubbard 595 Main Street
Dunedin, FL 34698

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholder.

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty three and one-third percent (33 1/3%) of the shares of this corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 50% plus 1 of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION

The affirmative vote of 66 2/3% of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition, or liquidation.

ARTICLE 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 - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XIV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XVI - MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XVII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain or non-taxable dividends depending on the source from which they are derived.

ARTICLE XVIII - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XIX - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law including but not limited to:

1. Qualified pension or profit sharing plan;
2. Election as a sub-chapter S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement whether qualified or not;
5. Corporate medical reimburse plan; and

6. Excess compensation reimbursement plan.

ARTICLE XX - AMENDMENT

The shareholders shall have the right to amend or repeal any provisions contained in these articles of incorporation, in accordance with the procedures approved by the shareholders, from time to time, and made a part of the corporation's Bylaws; however, such amendment shall be by the affirmative vote of 50% plus one (1) of the shares entitled to vote.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation, this 26th day of January, 2000.

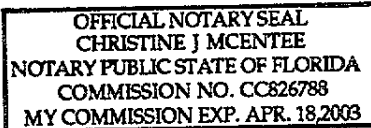

JOHN G. HUBBARD

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 26th day of January, 2000, by JOHN G. HUBBARD, who ☒ is personally known to me or who has produced ☐ a ___ driver's license or _____ as identification.


Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE FOLLOWING IS
SUBMITTED: **SPONGE MERCHANT INTERNATIONAL, INC.**, desiring to organize or qualify
under the laws of the State of Florida, with the principal place of business located at 1028 Peninsula
Avenue, Tarpon Springs, FL 34689, and has named JOHN G. HUBBARD, ESQUIRE, located at 595
Main Street, Dunedin, Florida 34698, as its resident agent to accept service of process within Florida.

Signature: _____

Title: _____

Date: _____

[Handwritten Signature]
[Handwritten Title]
[Handwritten Date: January 27, 2000]

FILED
00 JAN 27 PM 12:02
CLERK OF DISTRICT COURT
FLORIDA

ACCEPTANCE BY AGENT

Having been named to accept service of process for the above-stated corporation, at the place
designated in the certificate, I hereby agree to act in this capacity and I further agree to comply with the
provisions of all statutes relative to the proper and complete performance of my duties.

Signature: _____

Date: _____

[Handwritten Signature]
[Handwritten Date: January 27, 2000]