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JAIRO EMILIANI
ACCOUNTANT
"BUSINESS AND TAX SOLUTIONS"

TRANSMITTAL LETTER

Miami, January 14th , 2000

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/21/00--01091--014
*****78.75 *****78.75

SUBJECT: ACTIVE OCEAN, INC

Enclosed is an original and one (1) copy of the articles of incorporation of ACTIVE OCEAN , INC, and a check for \$78.75 for the incorporation filing fees, registered agent designation and certified copy.

Please provide a duly registered and certified copy of this articles after being file to :

JAIME A. GOMEZ
4746 NW 107TH AVE #1003
MIAMI, FL 33178

Any comments on this filing please forward to:

JAIRO EMILIANI
8370 SW 65TH AVE, SUITE #2
MIAMI FL 33143
TEL(305) 662-7419
FAX(305) 667-7748

Truly yours,


Jairo Emiliani

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ACTIVE OCEAN, INC**

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles of Incorporation, as defined in section 1244, subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I.- NAME

The name of this corporation is:

ACTIVE OCEAN, INC

ARTICLE II.- NATURE OF CORPORATE BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III.- TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV.- CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock with \$1.00 par value.

ARTICLE V.- VOTING RIGHTS

a) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him/her from voting thereon.

b) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE VI.- PREEMPTIVE RIGHTS

Every stockholder 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-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 4746 NW 107TH AVE #1003, MIAMI FL 33178
The initial registered agent of this corporation is JAIME A. GOMEZ, with his address at 4746 NW 107TH AVE , #1003, MIAMI FL 33178

The board of directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VIII.- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished, from time to time, by the By-Laws of this corporation, but shall never be less than One (1).
The name and address of the initial Directors of this corporation are:

NAME: JAIME A. GOMEZ, DIRECTOR
ADDRESS: 4746 NW 107 AVE, #1003
MIAMI FL 33178

ARTICLE IX.- OFFICERS

The initial officers of this corporation will be:

NAME: JAIME A. GOMEZ, PRESIDENT
ADDRESS: 4746 NW 107TH AVE #1003
MIAMI, FL 33178

ARTICLE X.- AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE XI.- INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation is: _____

NAME: JAIME A. GOMEZ
ADDRESS: 4746 NW 107TH AVE , #1003
MIAMI, FL 33178

The name and address of the person signing these Articles of Incorporation is: _____

NAME: JAIME A. GOMEZ
ADDRESS: 4746 NW 107TH AVE, #1003
MIAMI, FL 33178

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14TH day of the month of January, 2000 .-

INCORPORATOR


JAIME A. GOMEZ

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2000 JAN 21 PM 12:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named above as registered agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision(s) of said act relative to keeping open said office.

REGISTERED AGENT



JAIME A. GOMEZ