

P000000013494

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000006038 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

**Division of Corporations
Fax Number : (850) 922-4001**

From:

**Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770**

FILED
00 FEB - 8 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

INTERNATIONAL ASSOCIATION OF FREE DIVERS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED

305-541 3770

P.02/06

H00000006038

00 FEB -8 AM 11:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

①

ARTICLES OF INCORPORATION
OF
INTERNATIONAL ASSOCIATION OF FREE DIVERS, INC.

ARTICLE ONE

NAME

The name of this corporation is:

INTERNATIONAL ASSOCIATION OF FREE DIVERS, INC.

ARTICLE TWO

NATURE OF BUSINESS

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

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Upon filing with the Secretary of State of the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

A. **Designation.** The stock of this corporation shall be known as Common Stock.

H00000006038

Prepared by:
and to be returned to:
IGNACIO SIBERIO, Esq.
525 NW 27th Avenue, Suite 100
Miami, Florida, 33125
Phone (305) 643-5900
Fax (305) 643-4583
Fla. Bar 207926

H00000006038

B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is : Sixty (60)

C. Non-Par Value. Each share of Common Stock shall be non-par value.

D. Consideration. Shares of Common Stock may be issued in exchange for cash or other property, real, personal, tangible or intangible, or in labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Dividends. Record holder of Common Stock are entitled to receive their pro-rate share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE

PRINCIPAL PLACE OF BUSINESS AND INITIAL REGISTERED OFFICE

The Street Address of the Principal Place of Business and Initial Registered office of this corporation is:

7548 Treasure Drive, North Miami Beach, Florida, 33141.

ARTICLE SIX

INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have initially ONE (1) Director. The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one.

H00000006038

H00000006038

The name(s) and address(es) of the initial Director(s) of this corporation is:

Name

Address

FRANCISCO FERRERAS, 7548 Treasure Drive, N. Miami Beach, FL 33141

ARTICLE SEVEN

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any By-Law adopted by stockholders if the stockholders specifically provide such By-Law not subject to amendment or repeal by the Directors.

ARTICLE EIGHT

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

ARTICLE NINE

STOCKHOLDER QUORUM AND VOTING

Majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders.

If a quorum is present, the affirmative vote of majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE TEN

APPROVAL OF STOCKHOLDERS REQUIRED FOR MERGER

The approval of the stockholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

H00000006038

H00000006038

ARTICLE ELEVEN**DIRECTOR QUORUM AND VOTING**

The Majority of the Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of the majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of majority of the remaining Directors present and voting, shall be the act of the Board of Directors.

ARTICLE TWELVE**INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this December 21, 1999.

ARTICLE THIRTEEN

The name and address of the incorporator and his interest in the corporation is as follows:

FRANCISCO FERRERAS, 60 SHARES of a total of sixty of the stock.
7548 Treasure Drive,
Treasure Island,
N.M. Beach, Florida, 33141.

**CERTIFICATE DESIGNATING RESIDENT AND REGISTERED
OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE OF
RESIDENT AND REGISTERED AGENT**

In pursuance of Chapter 607.034, Florida General Corporation Act, the following information is submitted:

First: That INTERNATIONAL ASSOCIATION OF FREE DIVERS, INC., a Florida corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named FRANCISCO FERRERAS, Resident and Registered Agent.

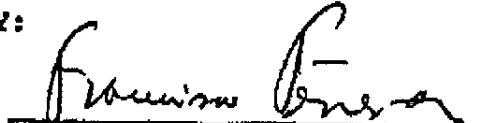
Second: That said Resident and Registered Agent, having been named to accept service of process for the above stated

H00000006038

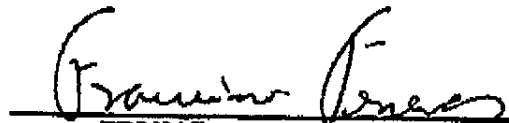
H00000006038

corporation, at the place designated as the Resident and Registered Office in this Certificate, hereby accepts to act in this capacity and agrees to comply with the provision of said Act relative to keeping one said office.

BY:



FRANCISCO FERRERAS
Resident and Registered Agent




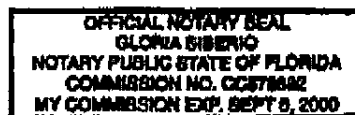
FRANCISCO FERRERAS
Subscriber

STATE OF FLORIDA
COUNTY OF DADE

Before me personally appeared FRANCISCO FERRERAS personally known to me, who under oath acknowledged to have executed the foregoing instrument, and aver that the statements made are true and correct.

SUBSCRIBED this December 21, 1999.


NOTARY PUBLIC. State of Florida



FILED
00 FEB -8 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H00000006038