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SECRETARY OF STATE  
DIVISION OF CORPORATIONS



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 722821 4332563

AUTHORIZATION :

*Patricia Piquito*

COST LIMIT : \$ 87.50

ORDER DATE : June 7, 2000

ORDER TIME : 10:19 AM

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ORDER NO. : 722821-005

CUSTOMER NO: 4332563

CUSTOMER: Juan C. Zorrilla, Esq  
MITRANI RYNOR ADAMSKY MACAULAY  
MITRANI RYNOR ADAMSKY MACAULAY  
2200 Suntrust International  
One Southeast Third Avenue  
Miami, FL 33131

DOMESTIC FILING

NAME: CARIBE DIVE & RESEARCH  
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT.

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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*g 6/7/00*

**ARTICLES OF INCORPORATION  
OF  
CARIBE DIVE & RESEARCH FOUNDATION, INC.**

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THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be Caribe Dive & Research Foundation, Inc.

**ARTICLE II**

This corporation shall commence existence upon the filing of these Articles of Incorporation with the Department of State, State of Florida, and shall have a perpetual existence.

**ARTICLE III**

The principal place of business and mailing address of this corporation shall be 4225 West 16<sup>th</sup> Avenue, 2<sup>nd</sup> Floor, Hialeah, Florida 33012.

**ARTICLE IV**

The general nature of the business to be transacted and carried on by this corporation is to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statutes Section 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for its administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for

any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person, by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statutes Section 607.014;

#### **ARTICLE V**

The aggregate number of shares which this corporation shall have the authority to issue is the total sum of 100 shares, having a par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

#### **ARTICLE VI**

The name and street address of the initial Registered Agent of this corporation shall be:

Juan C. Zorrilla  
One S. E. Third Avenue  
Suite 2200  
Miami, Florida 33131

#### **ARTICLE VII**

The initial Board of Directors shall consist of a total of one (1) person and the name and address of the person who is to serve as the initial Director is:

Santiago Alvarez  
4225 West 16<sup>th</sup> Avenue  
2<sup>nd</sup> Floor  
Hialeah, Florida 33012

**ARTICLE VIII**

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is

Santiago Alvarez	4225 West 16 <sup>th</sup> Avenue
President, Vice-President,	2 <sup>nd</sup> Floor
Secretary & Treasurer	Hialeah, Florida 33012

**ARTICLE IX**

The name and address of the incorporator executing these Articles of Incorporation shall be:

Juan C. Zorrilla, Esq.  
One SE Third Avenue  
Suite 2200  
Miami, Florida 33131

The undersigned has executed these Articles of Incorporation this 6<sup>th</sup> day of June, 2000.

  
\_\_\_\_\_  
Juan C. Zorrilla, Esq., as Incorporator

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

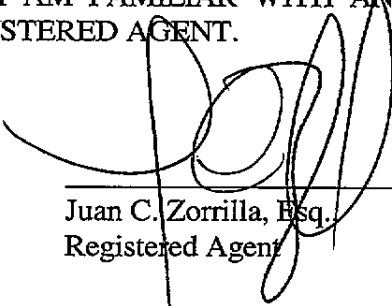
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Pursuant to the provisions of Florida Statutes Section 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

First that, Caribe Dive & Research Foundation, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has named Juan C. Zorrilla, Esq., whose address is One S. E. Third Avenue, Suite 2200, Miami, Florida, 33131, as its agent to accept service of process within this state.

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.



Juan C. Zorrilla, Esq.  
Registered Agent