

Procedural 7566

PLINGS, INC. TERESA ROMAN
 (Requestor's Name)
 2805 LITTLE DEAL ROAD
 (Address)
 TALLAHASSEE, FLORIDA 32308 385-6735
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SOL WATER INNOVATIONS, INC
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

FILED
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 00 AUG - 8 PM 3:13

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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 *****70.00 *****70.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W-19494

R.A. GISE

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 7, 2000

FILINGS INC.

TALLAHASSEE, FL

SUBJECT: SALTWATER INNOVATIONS, INC.
Ref. Number: W00000019496

We have received your document for SALTWATER INNOVATIONS, INC.. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 100A00042547

RECEIVED
00 AUG - 8 PM 2:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SALTWATER INNOVATIONS, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is, SALTWATER INNOVATIONS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is, 3305 Pine Walk Drive, # 203, Margate, FL 33063.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 of common stock and of one series only. Additional stock may be authorized by the Board of Directors. Restrictions on the sale, use, transfer and encumbrance of the stock may be authorized by the corporation's by-laws.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is, Barry M. Kaufman, 9900 W. Sample Road, Suite 403, Coral Springs, FL 33065.

ARTICLE V. INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is: Michael Diaz, of 11600 NW 56th Drive, # 102, Coral Springs, FL 33076, and Christopher Czarnocki of 3305 Pine Walk Drive, # 203, Margate, FL 33063.

ARTICLE IV - DURATION.

This corporation shall exist perpetually. Corporate existence shall commence on the date this Article is filed with the Secretary of State.

ARTICLE VII. PURPOSE.

The purpose of the corporation is to perform any and all activities, any ownership, or operations necessary to conduct the business of selling aquatic animals and products, and to conduct any other lawful business in the State of Florida, the United States and other parts of the world.

This Instrument prepared by:

BARRY M. KAUFMAN, P.A.
9900 W. Sample Road, Suite 403
Coral Springs, Florida 33065
(954) 255-8989
Florida Bar No.: 0935816

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TALLAHASSEE FLORIDA

ARTICLE VIII. MERGER AND CONSOLIDATION.

The approval of a majority of the shareholders of this corporation to any plan of merger or consolidations shall be required in every instance, whether or not such approval is required by law.

ARTICLE IX. DIVIDENDS.

The holder of the record of the common stock of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends. In the event of voluntary or involuntary liquidation, dissolution, marshalling of assets, and/or winding up the affairs of the corporation, the holders of record of the outstanding stock shall be paid from the remaining assets of this corporation ratably.

ARTICLE X. VOTING

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 XI. 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 already holds, shall have the first right to purchase his/her pro rata share (as nearly as may be done without issuing fractional shares) at the price at which it is offered to others.

ARTICLE XII. BOARD OF DIRECTORS AND OFFICERS

This corporation shall initially have two (2) Directors. The number of Directors may be increased from time to time by the By-Laws, but never be less than one (1). The name and address of the initial Directors of this corporation is: Michael Diaz, of 11600 NW 56th Drive, # 102, Coral Springs, FL 33076, and Christopher Czarnocki of 3305 Pine Walk Drive, # 203, Margate, FL 33063.

The officers are: President - Christopher Czarnocki
Vice President - Michael Diaz

ARTICLE XIII. BY-LAWS

The initial By-Laws of this corporation shall be adopted by the Directors. By-Laws shall be adopted, altered, amended, or repealed from time to time by either Shareholders or the Board of Directors. However, the Board of Directors shall not alter, amend, or repeal any By-Law adopted by the Shareholders if the Shareholders specifically provide that such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XIV. COMPENSATION

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Directors of the Corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XV. INDEMNIFICATION

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

ARTICLE XVI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Article of Incorporation, or any amendment hereto, any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this _____ day of _____, 2000.

INCORPORATOR(S):

[Signature]
Christopher Czarnocki

7/31/00
Date

[Signature]
Michael Diaz

7/31/00
Date

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, Michael Diaz and Christopher Czarnocki, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and/or has produced identification in the form of: Fla. D.L.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this _____ day of _____, 2000.

Notary Public, State of Florida

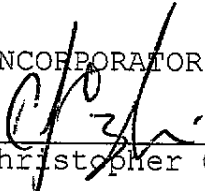
My Commission expires:

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:

SALTWATER INNOVATIONS, INC., desiring to organize and/or qualify under the laws of the State of Florida, with its principal place of business at 3305 Pine Walk Drive, # 203, Margate, FL 33063 has named BARRY M. KAUFMAN as its agent to accept service of process.

INCORPORATOR(S):



Christopher Czarnocki

7/31/00
Date



Michael Diaz

7/31/00
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this 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.



BARRY M. KAUFMAN, ESQ.

DATE

BARRY M. KAUFMAN, P.A.
9900 W. Sample Road, Suite 403
Coral Springs, Florida 33065
(954) 255-8989
Florida Bar No.: 0935816

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