

P01000006801

## Florida Department of State

Division of Corporations

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## To:

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## From:

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

FLORIDA PROFIT CORPORATION OR P.A.

MARATHON OCEAN CORP.

01 JAN 18 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

MARATHON OCEAN CORP.

EFFECTIVE DATE

01/12/01

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: MARATHON OCEAN CORP.

ARTICLE II

This corporation shall commence existence on January 12, 2001 upon the filing of these articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 2742 Biscayne Blvd., Miami, FL 33137.

ARTICLE IV

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

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

Prepared by: Richard Wasserstein 866-1455  
Wasserstein Law Building  
913 Normandy Drive ( 71 St Street)  
Miami Beach, Florida 33141

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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  
Statute §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 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 of 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;

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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 the 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 of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 shares, having an individual 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.

#### ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Raquel G. Ghirardi, 2742 Biscayne Blvd., Miami, Fl 33137.

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ARTICLE VII

The initial board of Directors shall consist of a total of one person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

Raquel G. Ghirardi  
2742 Biscayne Blvd.  
Miami, Fl 33137

ARTICLE VIII

The name and address of the incorporators executing these Articles of Incorporation is:

Raquel G. Ghirardi  
2742 Biscayne Blvd.  
Miami, Fl 33137

The undersigned have executed these Articles of Incorporation this 12 of January of 2001.

  
\_\_\_\_\_  
RAQUEL G. GHIRARDI

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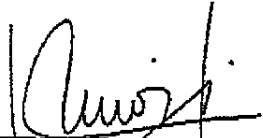
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, 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: **MARATHON OCEAN CORP.**

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Raquel G. Ghirardi, located at 2742 Biscayne Blvd., County of Dade, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENTS AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. WE FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES, AND WE ARE FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF OUR POSITION AS REGISTERED AGENTS.

  
\_\_\_\_\_  
RAQUEL G. GHIRARDI  
REGISTERED AGENT

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