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LAW OFFICES OF

*Charles J. Goldman, P.A.*

601 SOUTH FEDERAL HIGHWAY  
HOLLYWOOD, FLORIDA 33020

BROWARD: (954) 920-1986  
FAX: (954) 929-2440

January 17, 2001

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

Re: Oceanway Construction, Inc.

500003563445--5  
-01/22/01--01133--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and return one filed copy to me in the envelope I have provided.

I am enclosing my check for \$70.00 covering:

\$35.00 Filing Fee  
35.00 Certificate Designating Registered Agent

Very truly yours,

  
CHARLES J. GOLDMAN  
CJG:csj  
Enclosures

FILED  
01 JAN 22 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight JAN 23 2001

FILED

01 JAN 22 AM 10:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION  
OF  
OCEANWAY CONSTRUCTION, INC.

WE, THE UNDERSIGNED, hereby establish ourselves for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

OCEANWAY CONSTRUCTION, INC.

ARTICLE II - PURPOSE

The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) SHARES having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV - CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V - DURATION

The corporation shall have perpetual existence.

#### **ARTICLE VI - PRINCIPAL OFFICE**

The initial street address of the corporation's principal office is: 710 SE 3rd Lane, Dania Beach, Florida 33004

#### **ARTICLE VII - MANAGEMENT BY SHAREHOLDERS**

The corporation shall be a close corporation within the meaning of, and governed by, the Florida Close Corporation Act. The business of the corporation shall be managed by its shareholders pursuant to Chapter 607 of the Florida Statutes.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The names and addresses of the Directors are: MIKE CHEBUSKE, 710 SE 3rd Lane, Dania Beach, Florida 33004 and STEVE PAQUET, 314 SE 4th Terrace, Dania Beach, Florida 33004.

#### **ARTICLE IX - SUBSCRIBERS**

The name and address of each person signing these Articles of Incorporation as a subscriber is: Mike Chebuske, 710 SE 3rd Lane, Dania Beach, Florida 33004 and STEVE PAQUET, 314 SE 4th Terrace, Dania Beach, Florida 33004.

#### **ARTICLE X - DISSOLUTION**

The corporation may be dissolved at any time by: (1) unanimous written consent of the shareholders; (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of

the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.


**ARTICLE XI - REGISTERED AGENT**

The name and address of the Registered Agent is:

CHARLES J. GOLDMAN, P.A.  
601 South Federal Highway  
Hollywood, Florida 33020

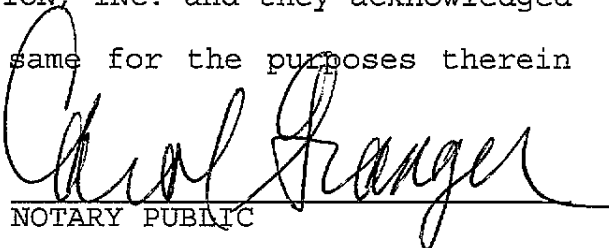
IN WITNESS WHEREOF, WE, the undersigned subscriber of this Corporation, have executed these Articles of Incorporation at Hollywood, Broward County, Florida, on this 17 day of January 2001.

  
MIKE CHEBUSKE

  
STEVE PAQUET

STATE OF FLORIDA    )  
                              ) SS:  
COUNTY OF BROWARD )

BEFORE ME, this 17 day of January 2001, personally appeared MIKE CHEBUSKE and STEVE PAQUET, who are personally known to me or who have produced KNOWN as identification and are the persons described in the foregoing Articles of Incorporation of OCEANWAY CONSTRUCTION, INC. and they acknowledged before me that they executed the same for the purposes therein expressed.

  
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

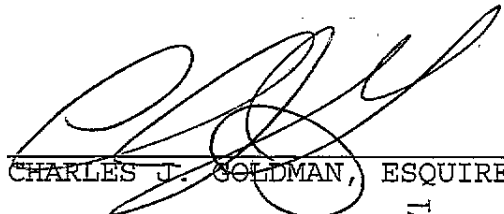
FIRST that OCEANWAY CONSTRUCTION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 710 SE 3rd Lane, Dania Beach, Florida 33004 has named Charles J. Goldman, P.A., located at 601 South Federal Highway, Hollywood, Florida 33020 as its agent to accept service of process within Florida.

Dated: 1-17-01

  
MIKE CHEBUSKE

  
STEVE PAQUET

Having been named to accept service of process for the above named 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 performance of my duties.

  
CHARLES J. GOLDMAN, ESQUIRE

01 JAN 22 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED