

PO10000013177



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 990228 11576A

AUTHORIZATION

COST LIMIT \$78.75

ORDER DATE : February 5, 2001

ORDER TIME : 11:51 AM

ORDER NO. : 990228-005

CUSTOMER NO: 11576A

600003633566-3

CUSTOMER: Maria Manteiga, Paralegal
King, Leavy & Lancaster

Suite 301
5975 Sunset Drive
South Miami, FL 33143

DOMESTIC FILING

NAME: SABARI US, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

FILED
2001 FEB -5 PM 4:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
01 FEB 05 PM 12:52
DIVISION OF INCORPORATION

ARTICLES OF INCORPORATION
OF
SABARIUS, INC..

FILED

2001 FEB -5 PM 4: 01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is **SABARI US, INC.**

ARTICLE II - ADDRESS

The principal address of this corporation is:

**2010 NE 32nd Ct.
Lighthouse Point, FL 33064.**

The mailing address of this corporation is:

**P.O. Box 97
Suwanee, GA 30024**

ARTICLE III - DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes: leasing and chartering yachts and other ocean going vessels for business or pleasure purposes and for the purpose of transacting any or all other lawful businesses permitted under the law of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is **KENNETH G. LANCASTER, 5975 SUNSET DRIVE; SUITE 301; SOUTH MIAMI, FL 33143.**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this corporation are:

**JOHN DRILLOT
P.O. Box 97
Suwanee, GA 30024**

**BRET TODD
2010 NE 32nd Ct.
Lighthouse Pt., FL 33064**

**NANCY ETHRIDGE
P.O. Box 97
Suwanee, GA 30024**

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

**BRET TODD
2010 NE 32nd Ct.
Lighthouse Pt., FL 33064**

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

JOHN DRILLOT	500
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ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meeting of shareholders may be called by fifty percent (50%) of the shares entitled to vote.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of Fifty One Percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - APPROVAL OF
SHAREHOLDERS REQUIRED FOR MERGER

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

ARTICLE XV - MANAGEMENT OF CORPORATION
BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XVI - POWERS

This corporation shall have the corporate powers:

- (a) To have perpetual succession by its corporation name unless a limited period of duration is stated in its Articles of Incorporation.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) 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.
- (d) 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.
- (e) 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.

(f) To lend money to, and use its credit to assist its officers and employees in accordance with §607.0833.

(g) 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 interest 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.

(h) 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.

(i) 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.

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

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

(l) To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To transact any lawful business which the board of directors shall find to be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, and employees of its subsidiaries.

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

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XVII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVIII - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XIV - INDEMNIFICATION

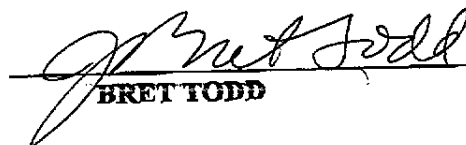
The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debts in any manner whatsoever. The corporation shall have a first

lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of January, 2001.



BRET TODD

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 31st day of January, 2001, by **BRET TODD** who is personally known to me or who has produced driver's license, as identification, who did take an oath.

FL D.L.# T300-462-58-381-0

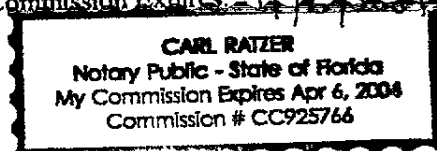
NOTARY PUBLIC:

Sign: 

Print: Carl Ratzer

STATE OF FLORIDA AT LARGE (Seal)

My Commission Expires: 12/6/2004



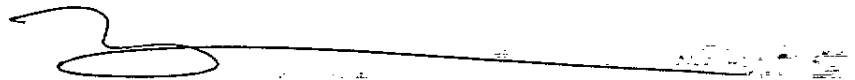
CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 607.0501 or 608.415, **SABARI US, INC.**, submits the following statement to designate a registered agent in this State of Florida:

1. The name of the Professional Association is **SABARI US, INC.**
2. The name and street address of the registered agent in Florida is:

KENNETH G. LANCASTER, ESQUIRE
5975 SUNSET DRIVE, SUITE 301
South Miami, Florida 33143

The undersigned, being the person named in the articles of incorporation of **SABARI US, INC.**, as the registered agent of this corporation hereby consents to accept service of process for the above stated corporation at the place designated in the articles of incorporation, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.



Kenneth G. Lancaster
Registered Agent

FILED
2001 FEB -5 PM 4:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA