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February 26, 2001

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: **The Benthos Group, Inc.**

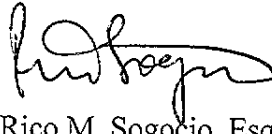
Dear Sir/Madam:

Enclosed, for filing, are the fully executed Articles of Incorporation for the above referenced S-Corporation, along with a check in the amount of \$78.75 to cover the filing costs.

Also enclosed please find a return express airbill for your convenience. Please return the certified copy of the Articles once filed.

Should you have any questions regarding the foregoing or require any further information, please do not hesitate to contact the undersigned at (305)937-0096.

Sincerely,



Rico M. Sogocio, Esq.

Encs.

FILED
01 MAR 21 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
THE BENTHOS GROUP, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME OF BUSINESS

The name of the Corporation is "THE BENTHOS GROUP, INC." (the "Corporation").

ARTICLE II
DURATION AND EXISTENCE

The Corporation shall exist perpetually. The existence of the Corporation shall commence on the date these Articles of Incorporation shall be filed with the Florida Secretary of State or on a date specified herein, if said date is within 5 business days prior to the date of filing.

ARTICLE III
NATURE OF BUSINESS

The Corporation is organized for the purpose of conducting any or all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be 9250 W. Bay Harbor Dr., Suite 2A, Bay Harbor, Florida 33154.

ARTICLE V
CAPITAL STOCK

- (a) **AUTHORIZED SHARES.** The maximum number of shares of stock which the

Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock each having a par value of One Dollar (\$1.00).

- (b) PREEMPTIVE RIGHTS. Shareholders shall have no preemptive rights.
- (c) CUMULATIVE VOTING. Cumulative voting shall not be permitted.

ARTICLE VI **INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation is Hans Burgos, Esq. The street address of the initial registered office of the Corporation is 2121 Ponce de Leon, Suite 920, Coral Gables, Florida 33134-5218.

ARTICLE VII **DIRECTORS**

- (a) The Corporation shall initially have two (2) directors. The number of directors may be either increased or decreased from time to time as specified in the bylaws, but shall never be less than one. The name and address of the initial directors are:

RICO M. SOGOCIO
9250 W. Bay Harbor Dr., Suite 2A
Bay Harbor, Florida 33154

ANGELA TAVARES-SOGOCIO
9250 W. Bay Harbor Dr., Suite 2A
Bay Harbor, Florida 33154

- (b) 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 director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VIII **INDEMNIFICATION**

- (a) The Corporation shall indemnify to the fullest extent permitted under, in accordance with or not prohibited by the laws of the State of Florida, as amended from time to time, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the

fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by the Corporation upon authorization of the Board of Directors), or other matters referred to in or covered by the provisions of said laws, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings.

(b) The Corporation may indemnify to the fullest extent permitted under, in accordance with or not prohibited by the laws of the State of Florida, as amended from time to time, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by the Corporation upon authorization of the Board of Directors), or other matters referred to in or covered by the provisions of said laws, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings.

(c) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article VIII. Such expenses (including attorneys' fees) incurred by other employees and agents may also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

(d) The rights to indemnification and to the advancement of expenses conferred in this Article VIII shall be deemed to constitute contract rights. If a claim under this Article VIII is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an Advancement of Expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense and cost (including attorneys' fees) of prosecuting or defending such suit. If any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) the Corporation shall have a full defense to such suit if upon final adjudication it is found that the indemnitee has not met the applicable standard for indemnification set forth in the Florida Business Corporation Act. Likewise,

in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover its expenses and costs (including attorneys' fees) upon a final adjudication that the indemnitee has not met the applicable standard for indemnification set forth in the Florida Business Corporation Act. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that the indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard for indemnification, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met the applicable standard of conduct for indemnification, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses, pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, whether under this Article VIII, by statute, law, contract, or otherwise, shall be on the Corporation.

(e) The indemnification and advancement of expenses provided for herein shall not be deemed to be exclusive of any other rights to which those indemnified may be entitled to under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person.

(f) Any person entitled to be indemnified or to the reimbursement or advancement of expenses as a matter of right pursuant to this Article VIII may elect to have the right to indemnification (or advancement of expenses) interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding, to the extent provided or authorized by law, or on the basis of the applicable law in effect at the time indemnification is sought.

(g) The rights to indemnification and to the reimbursement or advancement of expenses conferred in this Article VIII shall (i) be deemed to constitute contract rights pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Corporation and the director or officer (notwithstanding the existence or non-existence of any separate written contract); (ii) be intended to be, and shall be, retroactive and shall be available with respect to events occurring prior to the adoption hereof; (iii) continue to exist after the rescission or restrictive modification or amendment hereof with respect to the events occurring prior thereto; and (iv) continue after any termination of position of employment, whether or not for cause, as to all claims made with respect to the period during which the claimant was an officer or director.

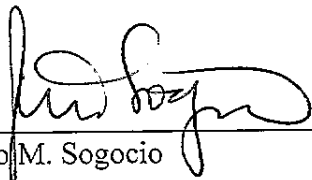
ARTICLE IX
BYLAWS

The initial bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X
INCORPORATOR

The name and address of the incorporator of the Corporation is Rico M. Sogocio, at 9250 W. Bay Harbor, Suite 2A, Bay Harbor, Florida 33154.

IN WITNESS WHEREOF, the incorporator has executed these Articles on 20th day of February, 2001.



Rico M. Sogocio
Incorporator

**THE BENTHOS GROUP, INC.
CERTIFICATE OF ACCEPTANCE
OF AUTHORIZED AGENT**

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

HANS BURGOS, ESQ.

By: 

Hans Burgos, Esq.

Dated: 2 / 20, 2001

Articles of Incorporation.wpd

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA