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Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.**

**BISCAYNE MARINE AGENCY INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
BISCAYNE MARINE AGENCY INC.**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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I, the undersigned subscriber to these Articles of Incorporation natural person competent to contract from a Corporation under the laws of the State of Florida.

**ARTICLE I:**

The name of the Corporation shall be: **BISCAYNE MARINE AGENCY INC.**

**ARTICLES II:**

The general nature of the business and the object and purpose to be transacted and carried out are:

To conduct any an all business not prohibited by the United States and the State of Florida.

To conduct business in , have one or more offices in and buy, sell, hold, mortgage, convey, lease or otherwise dispose of real and personal property including franchises, patents, copyrights, and licenses, in the State of Florida and in other States and other Countries.

To conduct debts, borrow money, use and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer corporate properties, or other instruments to secure payments of Corporate indebtedness as required.

To purchase the Corporate assets or any other Corporation engaged in the same character of business or other. To guarantee, endorse, sell, purchase, hold, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation in the State of Florida, or any other State or Government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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### ARTICLE III: CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 par value. such stocks may be used by the corporation from time to time for such considerations as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

### ARTICLE IV: INITIAL CAPITAL

The number of shares of stock with which the Corporation shall commence business is not less than 100 shares of common stock, and the amount of capital with which the Corporation shall commence business not be less than ONE HUNDRED DOLLARS(\$100.00).

### ARTICLE V: TERM

The Corporation shall continue perpetually, unless otherwise dissolved sooner according to laws.

### ARTICLE VI: PRINCIPAL PLACE OF BUSINESS

The initial place of business of said Corporation in the State of Florida shall be 3147 N.W. North River Drive, Miami, Florida 33142. But the Board of Directors, may from time to time move the place of the business or the place of the office to any other State or address in the State of Florida.

### ARTICLE VII: DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors, and the number of which directors shall be fixed by the Stockholders at any regular or called meeting, but the number of said directors shall not be less than one. A majority of the Board of Directors shall be elected at the annual meeting of Stockholders and the several officers, as the case may be provided for in the by-laws, shall be elected by the board of Directors, at a meeting held immediately the adjournment of the annual Stockholder's meeting.

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#### ARTICLE VIII: FIRST BOARD OF DIRECTORS

The name and post office addresses for the members of the first Board of Directors, who, subject to the provisions of this certificate of incorporation, the by-laws of the corporation and the statutes of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors have been elected and qualified are as follows:

MERCEDES VILLARD	3147 N.W. North River Drive Miami, Florida 33142
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BERTRAND VILLARD	3147 N.W. North River Drive Miami, Florida 33142
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#### ARTICLE IX: SUBSCRIBERS

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The name and the place of residence of the subscribers to the capital stock and the number of shares subscribed are as follows:

MERCEDES VILLARD	50% 100 SHARES AT \$1.00 PAR VALUE 3147 N.W. North River Drive Miami, Florida 33182
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BERTRAND VILLARD	50% 100 SHARES AT \$1.00 PAR VALUE 3147 N.W. North River Drive Miami, Florida 33182
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#### ARTICLE X: OFFICERS

The name and post office addresses of the officers, who, subject to the provisions of this certificate of incorporation, and the by-laws of the corporation and the statutes of the State of Florida shall hold office the first year of the corporation's existence, or until their successors have been elected and qualified are:

MERCEDES VILLARD President, Secretary	3147 N.W. North River Drive Miami, Florida 33142
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BERTRAND VILLARD Vice-President, Treasurer	3147 N.W. North River Drive Miami, Florida 33142
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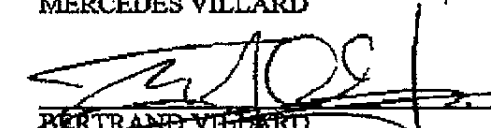
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**ARTICLE XI: AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors proposed by them to the Stockholders, and approved at the stockholder's meeting by the majority of the stocks entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intentions that certain amendments of these Articles of Incorporation be made.

WE, the undersigned being the original subscribers to the capital stock and Articles of Incorporation, herein above named for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925 and all the amendments thereto, do make and file this certificate hereby declaring that the facts herein stated are true and do respectively agree to take the number of shares herein set forth, and have accordingly set my hand and seal on this \_\_\_\_\_ DAY OF \_\_\_\_\_

  
MERCEDES VILLARD

  
BERTRAND VILLARD

STATE OF FLORIDA)

)  
COUNTY OF DADE )

I, HEREBY CERTIFY that, on this day before me, a notary public duly authorized in the State of Florida and County of Dade, to take acknowledgements, personally appeared MERCEDES VILLARD, BERTRAND VILLARD, to me well known to the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS MY HAND AND SEAL IN THE COUNTY AND STATE NAMED ABOVE  
THIS \_\_\_\_\_ DAY OF \_\_\_\_\_

NOTARY PUBLIC STATE OF FLORIDA  
AT LARGE

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**CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE  
SERVICE WITHIN THE STATE, NAMING UPON PROCESS MAY BE  
SERVED.**

In pursuance of Chapter 48,901 Section 607,164 Florida Statutes, the following is submitted, in compliance with said Act.

FIRST: BISCAYNE MARINE AGENCY, INC., desiring to organize under the laws of the State of Florida with the principal place of business as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named MERCEDES VILLARD, 3147 N.W. North River Drive, Miami, Florida 33142, as its agent to accept services of process within the State.

**ACKNOWLEDGMENT:**

Having been named to accept services of process for the above stated Corporation, place designated in this certificate. I hereby accept to Act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

*Mercedes Villard*  
MERCEDES VILLARD  
RESIDENT AGENT

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TALLAHASSEE FLORIDA