

P04000072981

(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

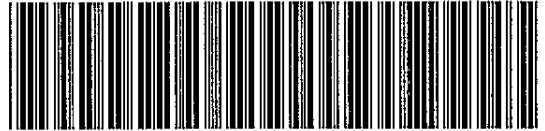
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2004 MAY -4 P 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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04 APR 28 PM 12:09
DEPT. OF REVENUE
DIVISION OF INVESTIGATIONS
TALLAHASSEE, FLORIDA

R. [Signature]
4/28/04

EXPRESS CORPORATE FILING SERVICE INC.
Requestor's Name

1000 PONCE DE LEON BLVD. SUITE:101
Address

CORAL GABLES, FL 33134 (305) 444-4994
City/State/Zip Phone #

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. Marines U.S.A., INC.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
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- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 29, 2004

EXPRESS CORPORATE FILING

SUBJECT: MARINES U.S.A., INC.
Ref. Number: W04000016523

We have received your document for MARINES U.S.A., INC.. However, the document has not been filed and is being returned for the following:

The Registered Office must be listed in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 204A00029051

RECEIVED
04 MAY -4 AM 11:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
MARINES U.S.A., INC.

FILED
2004 MAY -4 P 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of the Corporation is *Marines U.S.A., Inc.*, (hereinafter, "Corporation").

ARTICLE II – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida with the intention of profit.

ARTICLE III – PRINCIPAL OFFICE

The principal office of the Corporation in the State of Florida shall be located at 7330 Ocean Ter. Suite 1904, Miami Beach, FL. 33141-2750 in the County of Miami-Dade and the mailing address shall be the same.

ARTICLE IV – INCORPORATOR

The name and street address of the incorporator of this Corporation is *Recher Vivanco Cordova* whose address shall be the same as the principle office of the Corporation.

ARTICLE V – OFFICERS

The officers of the Corporation shall be:

President:	<i>Recher Vivanco Cordova</i>
Vice President:	<i>Luz Sierra Sierra de Vivanco</i>
Secretary:	<i>Luz Sierra Sierra de Vivanco</i>

Whose addresses shall be the same as the principle office of the Corporation.

ARTICLE VI – DIRECTOR(S)

The Director(s) of the Corporation shall be:

Recher Vivanco Cordova

ARTICLE VII – CORPORATE CAPITALIZATION

The maximum number of shares that this Corporation is authorized to have outstanding at any time is Five thousand Five Hundred (5,500) Shares of common stock, each share having the par value of One Dollar (\$1.00).

The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII – SUB – CHAPTER S CORPORATION

The corporation may elect to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Once this Corporation has elected to be and S-Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE IX – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of sock of this corporation may be subject to a Shareholder's Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation.

ARTICLE X - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XI - VOTING RIGHTS

Shareholders of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE XII - LIABILITIES FOR DEBTS

Neither the shareholders nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIV - AMENDMENT

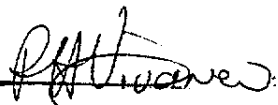
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26th day of April in the year 2004.


x _____
Recher Vivanco Cordova, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Marta Marina Cardenas, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


x _____
Recher Vivanco Cordova, Registered Agent
7330 Ocean Ter. Suite 1004
Miami Beach, FL 33141-2750

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 26 2004
4 P 1:02
FILED