

12-09-04

12:11pm

From: Katz Barron Squitiero Faust, A

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.
ANGELFISH RISK MANAGEMENT CORPORATION

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12-09-04 12:10pm From:Katz Baron Squitiero & Faust, P A.

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**ARTICLES OF INCORPORATION
OF
ANGELFISH RISK MANAGEMENT CORPORATION**

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to Chapter 607 and 621 of the Florida Business Corporation Act.

ARTICLE I
NAME

The name of the corporation is **ANGELFISH RISK MANAGEMENT CORPORATION**, a Florida corporation (the "Corporation").

ARTICLE II

ADDRESS

The principal and mailing address of the Corporation shall be 29 Angelfish Cay, Key Largo, Florida 33037.

ARTICLE III

DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Florida Secretary of State.

ARTICLE IV

PURPOSE

The Corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under the Florida Business Corporation Act.

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ARTICLE V

POWERS

The Corporation shall have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

ARTICLE VI

CAPITAL STOCK

This corporation is authorized to issue six hundred (600) shares of \$.01 par value common stock.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles as Incorporators is Russell Post at 35 Ocean Reef Drive, Suite #120, Key Largo, Florida 33037.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133 and the name of the initial registered agent of this corporation at that address is CORPCO, INC.

ARTICLE IX

INITIAL DIRECTORS

This corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than two. The initial

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director of this corporation shall be Russell Post of 35 Ocean Reef Drive, Key Largo, FL 33037.

ARTICLE X

OFFICERS

The following shall be the initial officers of the Corporation:

President	-	Michael B. Todorovich
Secretary	-	John Lee
Treasurer	-	John Lee
Vice President-		John Lee

ARTICLE XI

PREEMPTIVE RIGHTS

No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

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TALLAHASSEE, FLORIDA

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ARTICLE XII
INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and 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, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 9th day of December, 2004.



Russell Post, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VIII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 9th day of December, 2004.

CORPCO, INC.

By: _____
Name: _____
Office: _____

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