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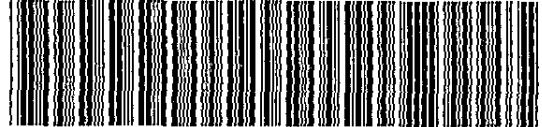
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2016 JAN -4 10:10:09
TALLAHASSEE FLORIDA

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JUDITH J. CHORLOG

JUDITH JACKSON CHORLOG, P.A.
OF COUNSEL

EMAIL JJCHORLOG@AOL.COM

December 30, 2005

Florida Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

2006 JAN -4 AM 10:09
TALLAHASSEE FLORIDA

RE: Articles of Incorporation Venetian Lady Yacht Charters, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above referenced corporation along with our firm check in the amount of \$78.75 representing the filing fee and certified copy fee for the corporation. Please return a certified copy of the Articles to our offices.

Note that the second sentence in Article II Commencement and Duration: "If these Articles are not received by the Secretary of State's office within the time required by law, then existence shall commence on the date of filing with the Secretary of State's office."

If you have any questions or further information is needed, please do not hesitate to contact me.

Thank you for your help in this matter.

Very truly yours,


Gilbert C. Betz

GCB/je

Enclosures

EFFECTIVE DATE

12/30/05

ARTICLES OF INCORPORATION
of
VENETIAN LADY YACHT CHARTERS, INC.

2006 JAN -4 AM 10:09

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I
Corporate Name

The name of this corporation is Venetian Lady Yacht Charters, Inc. (which is hereinafter called the "Corporation").

ARTICLE II
Commencement and Duration

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law. If these Articles are not received by the Secretary of State's office within the time required by law, then existence shall commence on the date of filing with the Secretary of State's office.

ARTICLE III
Purpose

The general nature of the business to be transacted by the Corporation and the objects and purposes of this Corporation shall be to provide to the general public and private parties cruises and excursions of short duration on oceangoing vessels coastwise in the Gulf of Mexico and the Atlantic Ocean, and in rivers, bays, or harbors attendant thereto, to include the sale of food, drink, and catering services on such cruises and excursions; and generally to exercise full power to perform any and all acts connected therewith, or arising therefrom, or incidental thereto, and all acts proper or necessary for the purposes of the business. In furtherance of the objects and purposes of this Corporation, the Corporation shall also be able to own real or personal property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the objects and purposes of the Corporation. Further, the Corporation shall be able to invest and reinvest its funds in real estate, mortgages, stocks, bonds, or any other type of investment.

In addition to the aforementioned, in furtherance of the purposes and objects of the Corporation, the Corporation shall do and perform any other acts or things, and exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be, authorized by law, and generally do and perform any and all things necessary or incidental to the performing of such acts and things. The Corporation shall further have the power to engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV
Stated Capital

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of Common Stock, having a par value of one dollar (\$1.00) per share.

Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V
Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

The Corporation shall have two (2) director(s) initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the Corporation.

The name and street address of the initial director(s), who shall hold office until their successor(s), who shall be chosen at the first meeting of the stockholders, have qualified, shall be:

<u>Name</u>	<u>Address</u>
Charles E. Sofge	114 W. San Marino Drive Miami Beach, Florida 33159
Haley E. Sofge, Jr.	2705 Hiloa Street Coconut Grove, Florida 33133

ARTICLE VI
Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII
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 stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles of Incorporation as the incorporator(s) is/are:

<u>Name</u>	<u>Address</u>
Haley E. Sofge, Jr.	2705 Hiloa Street Coconut Grove, Florida 33133

ARTICLE IX
TRANSACTIONS WITH RELATED PARTIES

Subject to the provisions of the Florida General Corporation Act, no contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any director or officer of this Corporation is interested in, or is a director or officer of, such other corporation, and any director or officer, individually or jointly may be a party to, or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract or other transaction in this Corporation with person or firm or corporation shall be affected by the fact that any director or officer of this Corporation is a party in any way connected with such person, firm or corporation and every person who may become a director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

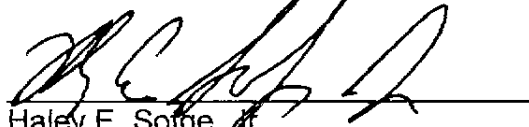
ARTICLE X
Initial/Principal Office and Registered Agent

The street address of the initial and principal office of the Corporation is 555 NE 15th Street, Suite 102, Miami, Florida 33132. The mailing address of the initial and principal office is 555 NE 15th Street, Suite 102, Miami, Florida 33132. The name of the initial registered agent of the Corporation is Gilbert C. Betz, Esq. whose address is as follows:

2025 S.W. 32nd Avenue
Suite 120
Miami, Florida 33145

The Board of Directors from time to time may designate a different registered agent or move the registered office to any other address in the State of Florida.

IN WITNESS WHEREOF, the undersigned, as incorporator(s), hereby execute these Articles of Incorporation, this 30 day of December, 2005.


Haley E. Sofge, Jr.
Incorporator

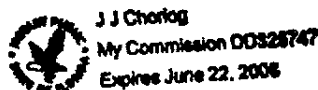
STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Haley E. Sofge, Jr., known to me or who provided _____ as identification and who executed the foregoing Articles of Incorporation of Venetian Lady Yacht Charters, Inc., and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal this 30 day of December, 2005, at Miami, Miami-Dade County, Florida.

My Commission Expires:

BY: 
Name:
Notary Public, State of Florida at Large



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

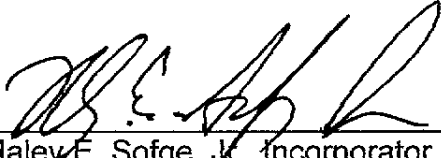
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name and the address of the Corporation is:
Venetian Lady Yacht Charters, Inc.
555 NE 15th Street
Suite 102
Miami, Florida 33132
2. The name and address of the registered agent and his office is:
Gilbert C. Betz, Esq.
2025 S.W. 32nd Avenue
Suite 120
Miami, Florida 33145

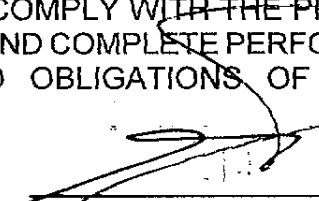
STATE OF FLORIDA
TALLAHASSEE

2006 JAN -4 AM 10:09

Dated: 30 Dec 05


Haley E. Sofge, Jr., Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, GIFT BASKETS & BEYOND, INC., AT THE PLACE DESIGNATED IN THIS 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.


Gilbert C. Betz, Esq., Registered Agent of
Venetian Lady Yacht Charters, Inc.

Dated: 30 Dec 05