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DIVISION OF CORPORATION

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# G. CARLTON MARLOWE, P.A.

Attorney at Law

701 EAST COMMERCIAL BOULEVARD SUITE 100 FORT LAUDERDALE, FLORIDA 33334

> TELEPHONE (954) 771-1850 FAX (954) 491-3689

PLEASE REPLY TO: FORT LAUDERDALE SUITE 400 EAST 1900 CORPORATE BOULEVARD BOCA RATON, FLORIDA 33431

TELEPHONE (561) 988-2532

March 11, 2008

Corporate Records Bureau Division of Corporations Department of State 409 E. Gaines Street Tallahassee, FL 32399

Re:

Articles of Incorporation

JACK'S NAUTICAL CREATIONS, INC.

Dear Sirs/Madams:

Enclosed please find two originals of the Articles of Incorporation regarding the above-referenced corporation.

Also enclosed please find our check made payable to the Secretary of State in the amount of \$78.75 representing payment of the filing fee (\$35.00), registered agent designation (\$35.00), and a certified copy (\$8.75) for said corporation.

Please return a certified copy of the Articles of Incorporation to us in the enclosed self-addressed, stamped envelope as soon as possible.

Very Truly Yours, G. CARLTON MARLOWE, P.A.

G. Carlton Marlowe, Esq.

GCM/kw Enclosures SECRETARY OF STATE DIVISION OF CORPORATIONS

# ARTICLES OF INCORPORATION

SECRETARY OF STATE DIVISION OF CORPORATIONS

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OF

# JACK'S NAUTICAL CREATIONS, INC.

# **ARTICLE I**

The name of this corporation shall be:

JACK'S NAUTICAL CREATIONS, INC.

# **ARTICLE II**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

# **ARTICLE III**

The maximum authorized capital stock of this corporation shall be as follows:

5,000 shares of voting common stock of the par value of One Cent (\$0.01) per share.

Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors, but at no less than par value.

### **ARTICLE IV**

This corporation shall begin business with a capital of not less than Five Hundred Dollars (\$500.00).

# **ARTICLE V**

This corporation shall exist perpetually.

### **ARTICLE VI**

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) director and not more than five (5) directors.

### ARTICLE VII

The principal place of business of this corporation shall be: 2685 N.W. 29<sup>th</sup> Avenue, Boca Raton, Florida 33434, with the privilege of having branch offices at other places within or without the State of Florida, and in foreign countries, as may be necessary or convenient and as may be determined by the Board of Directors of this corporation.

### **ARTICLE VIII**

The name and post office address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of existence of the corporation, or until their successors are elected and have qualified, is as follows:

NAME

**ADDRESS** 

JACQUELINE M. GILL

2685 N.W. 29<sup>th</sup> Avenue Boca Raton, Florida 33434

### ARTICLE IX

The name and post office address of the officers of this corporation, who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

NAME

**ADDRESS** 

**OFFICE** 

JACQUELINE M. GILL

2685 N.W. 29<sup>th</sup> Avenue Boca Raton, FL 33434

President & Secretary

### ARTICLE X

The name and post office address of each subscriber of these Articles of Incorporation, together with the number of shares of stock each agrees to take, are as follows:

<u>NAME</u>

<u>ADDRESS</u>

NO. OF SHARES

JACQUELINE M. GILL

2685 N.W. 29<sup>th</sup> Avenue Boca Raton, FL 33434

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# ARTICLE XI

Special provisions for the regulation and government of this corporation are:

SECTION 1: The annual meeting of the stockholders and Board of Directors of this corporation shall be fixed by the By-laws.

SECTION 2: Any meeting of the stockholders and Board of Directors may be held either within or without the State of Florida.

SECTION 3: The officers of this corporation shall be a President, Secretary and Treasurer, and such other officers as the Board of Directors may deem necessary. Any person may hold two or more of said offices.

SECTION 4: Directors of this corporation need not be stockholders; officers of this corporation need not be stockholders; and officers of this corporation need not be directors.

SECTION 5: The By-laws of this corporation shall be made by the Board of Directors and may be amended by the Board of Directors.

SECTION 6: The Directors may, by resolution, designate two or more of their number to constitute an executive committee, with such authority as may be conferred by said resolution.

### **ARTICLE XII**

The provisions of this Charter, and amendments thereof, and each and every article and section hereof, and the provisions of the By-laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

### **ARTICLE XIII**

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 stockholders 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 XIV**

The street address of the initial registered office of this corporation is 2685 N.W. 29<sup>th</sup> Avenue, Boca Raton, Florida 33434, and the name of the initial registered agent of this corporation at that address is JACQUELINE M. GILL.

# ARTICLE XV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF the undersigned has executed the foregoing Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, this \_\_\_\_\_ day of March, 2008.

for said corporation.

Incorporator

I HEREBY am familiar with and accept the duties and responsibilities as registered agent

Registered Agent

# STATE OF FLORIDA COUNTY OF BROWARD

Notary Public

G. Carlton Marlowe
Commission # DD523554
Expires April 26, 2010
Bonded Troy Fam - Insurance Inc 800-385-7019