

Division of Corporations Page 1 of 1
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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850)617-6381

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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT/NON PROFIT CORPORATION

REGEN NAUTIC U.S.A., INC.

Certificate of Status	0
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Page Count	04
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TALLAHASSEE, FLORIDA

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68-61-6



May 15, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: REGEN NAUTIC U.S.A., INC.
REF: W09000023010

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
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TALLAHASSEE, FLORIDA

**NON-REVOCATION AFFIDAVIT
AND ABANDONMENT OF LIMITED LIABILITY COMPANY NAME**

State of Florida
County of Palm Beach

The undersigned, being first duly sworn on oath, deposes and states as follows:

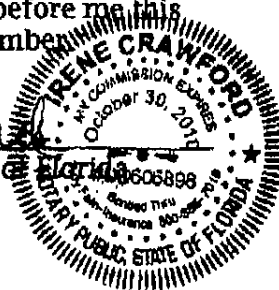
1. I am a member of that certain Limited Liability Company dated April 14, 2009, created by Vincent J. Grana as registered agent, and entitled REGEN NAUTIC USA, LLC;
2. The above-referenced LLC has been voluntarily dissolved on May 11, 2009;
3. As of the date of this Affidavit, the above referenced LLC has not been revoked and the undersigned has no intention of revoking the Dissolution therefore, releasing the name for use to another entity;
4. The above LLC name is hereby abandoned.

I have read the above Affidavit and the facts contained therein are true to the best of my knowledge and belief. I have hereunto signed my name hereto this 15 day of May, 2009.


Pierre Caouette, Managing-Member

The foregoing instrument was acknowledged and signed before me this 15 day of May, 2009, by Pierre Caouette, Managing-Member.


Notary Public - State of Florida



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ARTICLES OF INCORPORATION

OF

ReGen Nautic U.S.A., Inc.

WE, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation for profit under the laws of the State of Florida, and do hereby subscribe, acknowledge, and file in the Office of the Secretary of State of the State of Florida, the following Articles of Incorporation, to wit:

ARTICLE I

The corporate name shall be **ReGen Nautic U.S.A., Inc.**

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida at the following address, which is also the mailing address of the corporation: 5720 Columbia Circle, West Palm Beach, Florida 34460.

ARTICLE III

1. The number of shares of authorized capital stock in this corporation shall be seven thousand five hundred (7500) shares of common stock with a nominal or par value of \$1.00 each.
2. The capital stock may be paid for in property, labor, service, or cash, at a just valuation to be fixed by the stockholders. All of such stock shall be fully paid and non-assessable.

LARRY J. BEHAR, P.A.
888 S.E. Third Avenue
Suite # 400
Fort Lauderdale, Florida 33316
Tel.: (954) 524-8888
Fax : (954) 524-0088

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ARTICLE IV

The amount of capital with which this corporation will begin business shall be not less than one thousand dollars.

ARTICLE V

The term for which this corporation shall exist shall be perpetual.

ARTICLE VI

The principal office of the corporation shall be 5720 Columbia Circle, West Palm Beach, Florida 33460, or at such locations as the corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time render necessary and/or desirable. The stockholders may from time to time move the principal office to any other address or place in Florida.

ARTICLE VII

The name and street address, and the number of shares subscribed to by the initial subscriber and director hereto, who is to conduct the business of the corporation until those elected at the organizational meeting, is:

NAME:	ADDRESS:	NUMBER OF SHARES:
Pierre CAQUETTE	5720 Columbia Circle West Palm Beach, FL 33460	7500

ARTICLE VIII

The initial registered office shall be at 888 S.E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33316. The initial registered agent at the same address shall be LARRY J. BEHAR, P.A.

ARTICLE IX

1. When the stockholders so determine, any increase of the common stock shall be first offered prorata to the common stockholders who may desire to subscribe for such stock in relation to their then present holdings.

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2. Any meeting of the stockholders may be held within or without the State of Florida.
3. Officers of the corporation need not be stockholders.

IN WITNESS WHEREOF, the subscribing stockholder has hereunto set his hand and seal, and caused these Articles of Incorporation to be executed this _ day of May, 2009.


Pierre Caouette, President

REGISTERED AGENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT A PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT SAID DESIGNATION AS REGISTERED AGENT AND AGREE TO COMPLY WITH THE PROVISIONS OF LAW RELATIVE TO KEEPING SAID OFFICE OPEN.

LARRY J. BEHAR, P.A.

By: 
Larry J. Behar, Registered Agent

DISCLAIMER:

THE LAW FIRM OF LARRY J. BEHAR, P.A. WILL NOT ACT AS REGISTERED AGENT OF THE ABOVE-CAPTIONED CORPORATION BEYOND THE FIRST YEAR OF INCORPORATION.

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