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Florida Department of State

Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

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Phone : (305) 634-3694
Fax Number : (305) 633-9696

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
POWER HOUSE MARINE DIESEL, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
POWER HORSE MARINE DIESEL, INC.

ARTICLE ONE

NAME

The name of this corporation is: POWER HORSE MARINE DIESEL, INC.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Upon filing with the Secretary of State of the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows: SIXTY (60) shares non-par value, common stock.

A. Designation. The stock of this corporation shall be known as Common Stock.

Prepared by:
and to be returned to:
IGNACIO SIERA, ESQ.
International Finance Bank Bldg.
1441 SW 1st Street, Suite 206
Miami, Florida, 33135
Phone (305) 448-2853
Fax (305) 448-2341

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B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is : Sixty

C. Non-Par Value. Each share of Common Stock shall be non-par value.

D. Consideration. Shares of Common Stock may be issued in exchange for cash or other property, real, personal, tangible or intangible, or in labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Dividends. Record holder of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE

PRINCIPAL PLACE OF BUSINESS AND INITIAL REGISTERED OFFICE

The Street Address of the Principal Place of Business and Initial Registered office of this corporation is:

612 NW 31st Avenue, Miami, Fl., 33125

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CLERK OF SUPERIOR COURT
MIAMI, FLORIDA

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ARTICLE SIX

INITIAL BOARD OF DIRECTORS,
OFFICERS and REGISTERED AGENT

This corporation shall have initially one (1) Director. The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The name(s) and address(es) of the initial Director(s) of this corporation is (are):

<u>Name</u>	<u>Address</u>
JESUS I. MARTINEZ	612 nw 31 st Avenue, Miami, Flo 33125

ARTICLE SEVEN

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any By-Law adopted by stockholders if the stockholders specifically provide such By-Law not subject to amendment or repeal by the Directors.

ARTICLE EIGHT

PRE-EMPTIVE RIGHTS and RIGHT OF FIRST REFUSAL

Every stockholder, upon the sale for cash of any issued or new stock of this corporation of the same kind, class or series as that which he/she 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.

ARTICLE NINE

STOCKHOLDER QUORUM AND VOTING

Majority of the shares entitled to vote, represented in

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143 person or by proxy, shall constitute a quorum at a meeting of
144 stockholders.

145
146 If a quorum is present, the affirmative vote of majority of
147 the shares represented at the meeting and entitled to vote on the
148 subject matter shall be the act of the stockholders.

149
150 **ARTICLE TEN**

151
152 **APPROVAL OF STOCKHOLDERS REQUIRED**
153 **FOR MERGER**

154
155 The approval of the stockholders of this corporation to any
156 plan of merger shall be required in every case, whether or not
157 such approval is required by law. This approval shall be at
158 least by the holders of an eighty per cent of the stock.

159
160
161 **ARTICLE ELEVEN**

162
163 **DIRECTOR QUORUM AND VOTING**

164
165 The Majority of the Directors shall constitute a quorum for
166 a meeting of Directors.

167
168 If a quorum is present, the affirmative vote of the majority
169 of the Directors present, or, if a Director or Directors have
170 abstained from voting because of an interest in the matter to be
171 voted upon, the affirmative vote of majority of the remaining
172 Directors present and voting, shall be the act of the Board
173 Directors.

174
175 **ARTICLE TWELVE**

176
177 **INDEMNIFICATION**

178
179 The corporation shall indemnify any officer or director
180 any former officer of director, to the full extent permitted by
181 law.

182
183
184 **ARTICLE THIRTEEN**

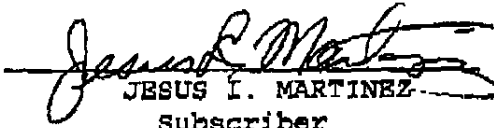
185
186 The name and address, and interest, of the incorporators and
187 the persons or entities with right to subscribe shares of stock

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188 at the commencement of this corporation are:

189
190 JESUS I. MARTINEZ, 612 NW 31th Avenue, Miami Fla. 60 shares
191

192 IN WITNESS WHEREOF, the undersigned Subscribers have
193 executed these Articles of Incorporation this April 14, 2010.
194
195
196
197
198

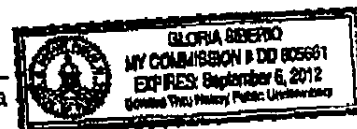
199
200 
201 JESUS I. MARTINEZ
202 Subscriber
203 Address: 612 NW 31ST Avenue
204 Miami, FL 33125
205
206
207
208
209

210 STATE OF FLORIDA
211 COUNTY OF MIAMI-DADE
212

213 Before me personally appeared JESUS I. MARTINEZ personally
214 known to me, who under oath acknowledged to have executed the
215 foregoing instrument, and avers that the statements made are true
216 and correct.
217

218 SUBSCRIBED this April 14, 2011.
219
220

221 
222 NOTARY PUBLIC. State of Florida
223



224
225
226 CERTIFICATE DESIGNATING RESIDENT AND REGISTERED
227 OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE OF
228 RESIDENT AND REGISTERED AGENT
229

230
231 In pursuance of Chapter 607.034, Florida General Corporation
232 Act, the following information is submitted:


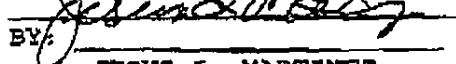
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233 First: That POWER HORSE MARINE DIESEL, INC., desiring to
234 organize under the laws of the State of Florida, with its
235 principal office, as indicated in the Articles of Incorporation
236 at the City of Miami, County of Miami-Dade, State of Florida, has
237 named JESUS I. MARTINEZ, Resident and Registered Agent, and
238 designated as Registered Office of the corporation: POWER HORSE
239 MARINE DIESEL, INC.

240
241 Second: That said Resident and Registered Agent, having
242 been named to accept service of process for the above stated
243 Corporation, at the place designated as the Resident and
244 Registered Office in this Certificate, hereby accepts to act in
245 this capacity and agrees to comply with the provision of said Act
246 relative to keeping one said office.

247
248
249 POWER HORSE MARINE DIESEL,
250 INC.

ACCEPTED

251
252 
253 BY: 
254 JESUS I. MARTINEZ
255 President

256
257 BY: 
258 JESUS I. MARTINEZ
259 Resident and Registered Agent
612 NW 31ST Avenue, Miami, FL
33125

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