

P950002785
TRANSMITTAL LETTER

**DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314**

**7:17:00
55 FEB -6 PM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**200001440882
-03/28/95--01009--013
*****78.75 *****78.75**

SUBJECT: MARINAS, INC.

**Enclosed is an original and one (copy) of the articles of
incorporation and a check for:
\$ 78.75 (Filing fee and Certificate)**

FROM:

*WHS-6783
00678
00502
00671*

**ANTONIO J. MARINAS
NAME**

**2760 WEST, 76 ST. APT. 106
ADDRESS**

*3/28/95
①*

**HIALEAH FL. 33016
CITY /STATE/ ZIP.**

**(305) 388-2835
DAY PHONE**



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1995

ANTONIO J. MARINAS
2760 WEST 76TH STREET APT. 106
HIALEAH, FL 33016

SUBJECT: MARINAS, INC.
Ref. Number: W95000006793

We have received your document for MARINAS, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 995A00013943

**ARTICLES OF INCORPORATION
MARINAS BROTHERS , INC.**

We, the undersigned, do hereby associate ourselves together and subscribe this Articles of Incorporation for the purpose of forming corporation under the laws of the State of Florida, Chapter 607 and subject to the following provisions:

ARTICLE I:

The name of the corporation shall be:

MARINAS BROTHERS , INC.

ARTICLE II:

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

The nature of the business to be transacted by this corporation shall be:

a)-This corporation is organized for the purpose of engaging in lawful business permitted to a corporation organized under the Florida General Corporation law, Chapter 607, Florida Statutes.

b)-To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in, and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.

c)-To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.

RECORDED
OCT 10 - 6 PM 7:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

d)-To contract debts, and borrow money, issue and sell of pledge bonds, debentures, note and others evidence of indeptness, and execute such mortgages, transfer of corporate property or other instruments to ensure the payment of corporate indeptness as required.

e)-To purchase the corporate assets of any other corporation and engage in the same or other character of business.

f)-To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, all, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock or any voting trust certificates in respect of the share of the capital stock, scrips, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chose in action, and evidence of indebtedness or interest issued or created by any corporation, stock companies, syndicates, association firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality, or other political subdivision or by other governmental agency, and as owner thereof, to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon. and to do any and all acts and things necessary or advisable for the preservation , protection, improvement, and enhancement in value thereof.

g)-In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinabove set forth to the same extents as natural persons might or could do.

ARTICLE III

The maximum number of shares of stock which the corporation shall have outstanding at any time shall be Five hundred (500) shares, common stock One Dollar(\$1.00) par value.

All or any part of the capital stock may be paid for either in lawful monies or the United States of America, or in other assets transferred to the corporation, at a true valuation a of

the time of the exchange for stock.

ARTICLE IV

The principal office of the corporation shall be located at:

717 Ponce de Leon
Suite 339
Coral Gables, FL. 33134

Others offices for the transaction of the business may be located wherever the Directors may deem necessary or expedient.

ARTICLE V

This corporation shall have Two Director(s) initially. The number of directors may be increased or decreased from time to time in such manners may be prescribed by the By-Laws, but shall never less than one(1), not more than five(5).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the corporation, and person who serves at the request of this corporation, and a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of this corporation, or by reason of if any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse such each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer is liable for negligence or willful misconduct in the performance of his duties.

The right accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything contained restrict the right of the corporation to indemnify of reimburse such person in any proper came even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors, or officers, of such other corporation. Any director, individual or any firm of which any director, may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that this interest should be disclosed or should have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation who is so interested may be in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VI

The name and post office addresses of the members of the first Board of Directors and Officers 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 follow:

BOARDS OF DIRECTOR

Antonio J. Marinas -(President) 717 Ponce de Leon
Suite 339
Coral Gables, Fl 33134

OFFICERS

Cristobalina M. Cardulis 717 Ponce de Leon
(Vice-President) Suite 339
Coral Gables, Fl 33134

ARTICLE VII

The name and post office addresses of each of the subscribers to these Articles of Incorporation, are as follow:

Antonio J. Marinas
&
Cristobalina M. Cardulis

717 Ponce de Leon
Suite 339
Coral Gables, Fl 33134

ARTICLE VIII

This Corporation shall have full power to carry on and transact each or all of the business enumerated in this Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE X

Upon election of the Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this Articles otherwise provided; any action of such Borad of Directors may rescined, or any officer or director remove form office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otrherwise provided by the By- Laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by the law whether said stock shall be fully or parcially paid unless otherwise determined the Board of Directors at or before the time of issuance thereof.

ARTICLE XI

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligation of the corporation to any extent.

ARTICLE XII

The registered Agent for services of process in the State of Florida, and its registered office shall be:

Name	Office & Home Address
Antonio J. Marinas	2760 West, 76 Street, apt. 106 Hialeah, Fl. 33016



Registered Agent Signature

3/30/95

Date

ARTICLE XIII

The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

The undersigned, having been named in the foregoing Articles of Incorporation of:

MARINAS BROTHERS, INC..

To accept service of process, hereby accepts such designation.

Antonio J. Marinas
Directors

2760 W 76th ST apt 106
Home Address


Signature

Hialeah FL 33016
State/City/Zip

Cristobalina M. Cardulis
Directors

2760 W 76th apt 106
Home Address


Signature

Hialeah FL 33016
State/City/Zip

RECEIVED
JAN 10 1985
STATE
SECRETARY
ALLAH

P95000027185

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE 16
Address

MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

200001785632
-04/18/96--01067--004
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MARINAS BROTHERS INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #) Amend
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☒ Pick up time 2:00

☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRET
TALLAHASSEE

96 APR 18 PM 12:41

FILED

4/18/96
P#4
ADH
ADH
ADH

SECTION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MARINAS BROTHERS, INC.**

FILED
96 APR 18 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE XII The new Registered Agent will be : Alberto
Marinas.
Address: 16345 W.Dixie HWY. apt.368
North Miami Beach, Fl. 33160

ARTICLE VI: The new Board of Directors will be:

Alberto Marinas President
Address: 16345 W.Dixie Hwy. apt.368
North Miami Beach, Fl. 33160

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: April 10th, 1996.

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately in the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10th day of April, 19 96

Signature x

(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an Incorporator if adopted by the incorporators)

Antonio J. Marinas (outgoing)

Typed or printed name

President

Title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

Alberto Marinas
Alberto Marinas, President.

4.10.96
DATE