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LAW OFFICES  
HAROLD M. RIFAS, P.A.

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SOUTH MIAMI, FLORIDA 33143

HAROLD M. RIFAS  
SILVIA M. RODRIGUEZ

TELEPHONE (305) 862-8814  
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April 5, 1995

Secretary of State  
Corporate Division  
Tallahassee, FL

800001452618  
-04/10/95--01100--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of SALTY FISH, INC.

Dear Sir/Madam:

In connection with the referenced matter, enclosed please find the original and one copy of the Articles of Incorporation of Salty Fish, Inc., a Florida corporation, together with our trust account check in the sum of \$122.50 representing the filing fees and costs.

Please return a certified copy of the Articles of Incorporation to the undersigned at your earliest convenience. Should you have any questions in this matter, please feel free to call.

Very truly yours,

*Silvia M. Rodriguez*  
SILVIA M. RODRIGUEZ

smr

Enclosures

*SMC*  
*4/13/95*

FILED  
95 APR 10 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SALTY FISH, INC.**

**FILED**  
95 APR 10 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation shall be:

**SALTY FISH, INC.**

**ARTICLE II - DURATION**

The corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

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

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue **Five Hundred (500)** shares of **One Dollar (\$1.00)** par value common stock, which shall be designated "Common Shares."

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

**ARTICLE VI - INITIAL OFFICE**

The street address of the initial principal office is 3061 N.W. South River Drive, Miami, Florida, 33142.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is 3061 N.W. South River Drive, Miami, Florida, 33142 and the name of its initial registered agent at that office is JOSE B. MACHADO.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial director of this corporation is:

**JOSE B. MACHADO  
3061 N.W. South River Drive  
Miami, Florida 33142**

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these articles is:

**JOSE B. MACHADO  
3061 N.W. South River Drive  
Miami, Florida 33142**

**ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 5 day of April, 1995.

  
\_\_\_\_\_  
JOSE B. MACHADO

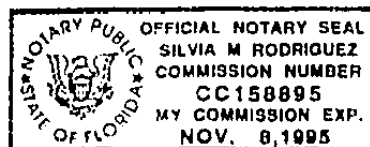
STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared JOSE B. MACHADO to me known to be the person described in and who executed the foregoing Articles of Incorporation, or who has produced valid Florida driver's licenses as identification, and he acknowledged before me that he executed the same.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Signature: [Signature]  
(resident agent)

Date: \_\_\_\_\_

FILED  
15 APR 10 PM 12:13  
TALLAHASSEE, FLORIDA

## **ARTICLE 6 - CORPORATE CAPITALIZATION**

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion, or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 7 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 8 - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

## **ARTICLE 9 - TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



#### **ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer<sup>TM</sup>, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer<sup>®</sup>, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 11 - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.


#### **ARTICLE 12 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 13 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12th day of April, 1995.

  
Paul E. Fletcher, Incorporator



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0506, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By: 

Lawrence J. Spiegel, President

ART-110

FILED  
93 APR 13 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS: Post Office Box 144479, Coral Gables, FL 33114-4479