

P9500004 2030

TO: 19045
FROM: EMPIRE CORPORATION
1492 FLAGLER ST
SUITE 400
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 641-3094
FAX: (305) 641-3770

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

(((H95000005958))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CASARIEGO BOAT WORKS, INC.
FAX AUDIT NUMBER: H95000005958 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/28/1996 TIME REQUESTED: 09:58:54
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000005958)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:13

*W-11117
Page 2 miss*

FILED
95 MAY 30 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

30



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 30, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: CASARIEGO BOAT WORKS, INC.
REF: W95000011117

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE RE-SEND PAGE 2 OF THE DOCUMENT.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: W95000005956
Letter Number: 695A00026948

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
CASABIEGO BOAT WORKS, INC.

ARTICLE I - NAME

The name of this corporation is:
CASABIEGO BOAT WORKS, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence and may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One (100) Hundred shares of common stock at One (\$1.00) Dollar par value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate

YDELSY Q. PORTE, P.A.
2333 Brickell Avenue, Mezzanine Suite
Miami, FL 33129
Phone: (305) 854-7474
FL. BAR NO. 300993

FILED
95 MAY 30 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000005956

H95000005956

H 95000005956

to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - PREEMPTIVE RIGHTS

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 other.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE ADDRESS

H 95000005956

The street address of the initial registered office of this corporation is 13821 Southwest 106 Terrace, Miami, Florida 33196, and the name of the initial registered agent of this corporation at that address is OSCAR CASARIEGO (D/O/B: 04/18/56).

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished

from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
OSCAR CASARINCO (D/O/B: 06/18/56)	18821 Southwest 106 Terrace Miami, Florida 33196
MARLEN CASARINCO	18821 Southwest 106 Terrace Miami, Florida 33196
OSCAR CASARINCO (D/O/B: 06/27/76)	18821 Southwest 106 Terrace Miami, Florida 33196

ARTICLE IX - INDEMNIFICATION

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 any person who serves at the request of this corporation, as 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 being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any 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

H95000005956

H95000005956

such officer or director is liable for negligence or willful misconduct in the performance of his duties.

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

No contract or other transaction between this corporation and any other corporation, and not act of this corporation shall in any way be effected 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 individually, 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 that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted 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, and may vote thereat to 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 X - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of the Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
OSCAR CASARIEGO (D/O/B: 04/18/86)	13821 Southwest 106 Terrace Miami, Florida 33196
MARLEN CASARIEGO	13821 Southwest 106 Terrace Miami, Florida 33196
OSCAR CASARIEGO (D/O/B: 06/27/76)	13821 Southwest 106 Terrace Miami, Florida 33196

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

H9500005956

H9500005956

ARTICLE XIII - POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV - AMENDMENT

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 a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of April, 1995.

Oscar Casariego
OSCAR CASARIEGO (D/O/B: 04/18/56)

Marlen Casariego
MARLEN CASARIEGO

Oscar Casariego
OSCAR CASARIEGO (D/O/B: 06/27/76)

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared OSCAR CASARIEGO (D/O/B: 04/18/56), MARLEN CASARIEGO, and

H95000005956

H95000005956

H95000005956

OSCAR CASARINCO (D/O/B: 06/27/76), known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of April, 1995.

My Commission Expires:



F. MALIK
NOTARY PUBLIC
COMMISSION # 00000000000000000000
EXPIRES 04/01/98
COUNTY OF DALLAS, TEXAS

F. Malik
NOTARY PUBLIC

STATE OF FLORIDA AT LARGE



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First---That CASARINCO BOAT WORKS, INC., with addresses at 15821 Southwest 106 Terrace, Miami, Florida 33196, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida has named OSCAR CASARINCO (D/O/B: 04/19/56), located at 15821 Southwest 106 Terrace, Miami, Florida 33129, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate,

H95000005956

MAY-26-1995 09:46 FROM EMPIRE

TO

19049224000 P.15

I hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

BY:


~~SUSAN CASARINO~~ (D/O/B: 04/18/56)
REGISTERED AGENT

FILED

95 MAY 30 PM 2:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000005956

956 50000056 H