

P95000062789

CAPITAL CONNECTION, INC.

117 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

SN
 8/15/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	AAK		

WALK-IN
 Will Pick Up 8:15 12:00

RE: Florida Ocean International
Really, Inc.

C.C. FEE. DISBURSED

☒ Capital Express™
☒ Art of Inc. File
☒ Corp. Record Search
☒ Ltd. Partnership File
☒ Foreign Corp. File
☐ () Cert. Copy(s)

☐ Art of Amend. File
☐ Dissolution/Withdrawal
☐ C U S-
☐ Fictitious Name File
☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, Copies

☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

FILED
JAN 15 AM 10:32
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be:

FLORIDA OCEAN INTERNATIONAL REALTY, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To act as a real estate brokerage corporation, and transact all necessary and beneficial business ancillary to the business of a real estate brokerage corporation.
- b. To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind, and the liabilities of any persons, firm, association or corporation, either wholly or partly, and to pay for the same in cash, or otherwise.
- c. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount to incur debt and to raise, borrow and secure the payment of money in any lawful manner.
- d. In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

e. To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions, and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

f. To engage in and carry on any advertising business in connection with the real estate brokerage business, including, but not limited to, advertising in connection with property of any nature, owned, leased, or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any advertising.

g. To make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.

h. To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

i. To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the

objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be One Hundred shares, \$1.00 par value, common stock. This stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends and shall be issued fully paid and non-assessable. All said stock shall be payable in cash, equipment, property real or personal, labor or services in lieu of cash, at just valuation to be fixed by the Board of Directors of this Corporation.

The Stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation, without first giving the right of purchase for ten (10) days to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders of record, at the same price and terms of any bona fide offer which the holder may desire to accept.

All said stock shall be payable in cash, equipment, property real or personal, labor or services in lieu of cash, at just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than five hundred dollars (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of said corporations shall be at: 8260 Byron Ave., #18, Miami Beach, FL 33141, with the privilege of having branch offices at other places within or without the State.

ARTICLE VII

NUMBER OF DIRECTORS

The number of Directors of this Corporation shall not be less than one nor more than ten.

ARTICLE VIII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME

Anh Castro

ADDRESS

8260 Byron Ave., #18
Miami Beach, FL 33141

ARTICLE IX

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the Corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to determine any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them or any indebtedness of such members of the corporation.

ARTICLE X

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this Corporation shall have the right, upon the organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any person, or firms or corporation, who, upon acceptance of said assignment, shall

stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

IN WITNESS WHEREOF, I, the undersigned, being the only original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectfully agree to take the number of shares hereinabove set forth, and hereunto set my hand this the 14th day of August, 1995.



Anh Castro

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above-named to take acknowledgments, personally appeared Anh Castro who presented her Florida driver's license for identification, and who executed the foregoing Articles and acknowledged before me that she executed the foregoing Articles.

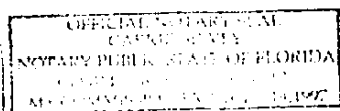
IN WITNESS WHEREOF, I set my hand and official seal in the County and State named above, this 14th day of August, 1995.

Date: August 14, 1995



NOTARY PUBLIC, State of Florida

My Commission Expires:




CERTIFICATE DESIGNATING RESIDENT AGENT

FLORIDA OCEAN INTERNATIONAL REALTY, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has assigned Anh Castro, as its agent to accept service of process within this State. Service may be directed to Anh Castro at:

8260 Byron Ave., #18, Miami Beach, FL 33141.

Having been named to accept service of process for the above stated corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Anh Castro

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above-named to take acknowledgments, personally appeared Anh Castro who presented her Florida driver's license for identification, and who executed the foregoing Certificate and acknowledged before me that she executed the foregoing Certificate Designating Resident Agent.

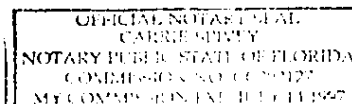
IN WITNESS WHEREOF, I set my hand and official seal in the County and State named above, this 14th day of August, 1995.

Date: August 14, 1995



NOTARY PUBLIC, State of Florida

My Commission Expires:



TALLAHASSEE, FLORIDA

59 AUG 15 AM 10:32

FILED