

P96000038

709

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

000001809290  
-05/06/96--01065--006  
\*\*\*420.00 \*\*\*\*70.00

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

1. OXIGEN SPORTS CORPORATION  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 1:30

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ 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 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

5-6-96  
TB  
Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**OXYGEN SPORTS CORPORATION**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **OXYGEN SPORTS CORPORATION**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 848 Brickell Avenue, Suite 1211, Miami, Florida 33131 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Daniel Mora
Vice-President(s):	Armando Morroy and Gustavo Laconte
Secretary:	Felipe Cano
Treasurer:	Felipe Cano

whose addresses shall be the same as the principal office of the Corporation.



#### **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Daniel Mora  
Armando Morroy  
Gustavo Laconta

whose addresses shall be the same as the principal office of the Corporation.

#### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 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)**.

7.2 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 Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) 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 Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



#### **ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 9 - 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 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

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 except as may be agreed in writing by the Corporation, the Corporation 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 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

## **ARTICLE 13 - BYLAWS**

The Board of Director(s) 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 Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## **ARTICLE 14 - EFFECTIVE DATE**

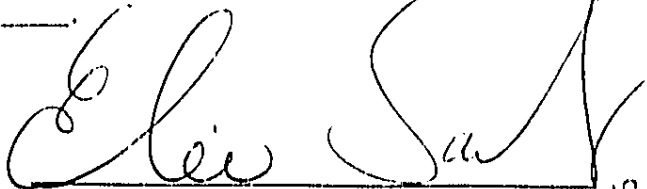
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE 15 - 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 MAY 03 1996

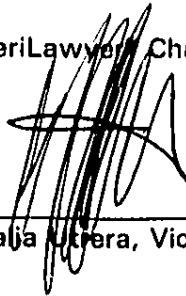


Elsie Sanchoz, Incorporator

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

AmeriLawyer® Chartered, 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 607.0505, Florida  
Statutes.

AmeriLawyer® Chartered



By: \_\_\_\_\_  
Natalia Utrera, Vice President



Requestor's Name \_\_\_\_\_  
 Address \_\_\_\_\_  
 City/State/Zip \_\_\_\_\_ Phone # \_\_\_\_\_

Office Use Only

**P96000038709**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)  
 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)  
 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)  
 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

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

AMENDMENTS	
<input 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

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 -10/01/97--01044--014  
 \*\*\*\*140.00 \*\*\*\*\*35.00

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

Examiner's Initials	
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**AFFIDAVIT OF RESIGNATION OF OFFICER**

STATE OF FLORIDA }

COUNTY OF DADE }

I, ARMANDO MONROY, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, ARMANDO MONROY, hereby resign as Vice-President of OXIGEN SPORTS CORPORATION, a corporation organized under the laws of the State of Florida;

That the corporation has been notified in writing of the resignation.

  
ARMANDO MONROY, VICE-PRESIDENT

Sworn to (or affirmed) and subscribed before me this 26<sup>th</sup> day of Sept., 1997, by ARMANDO MONROY.

  
NOTARY PUBLIC - State of Florida

Personally known \_\_\_\_\_ OR Produced Identification ☒

Type of Identification Produced Pls D/LH



DANAE M. RAMIREZ  
COMMISSION # CC369904  
EXPIRES OCT 01, 2000  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.



GARCIA, PIERRE STAM & GRUENINGER  
265 Sevilla Avenue  
Coral Gables, Florida 33134

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME & DOCUMENT NUMBER (if known):

P96000038709

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AMENDMENTS	
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<input type="checkbox"/>	Merger

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\*\*\*\*140.00 \*\*\*\*\*35.00

OTHER FILINGS	
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57 OCT -1 AM 5:05  
DIVISION OF REVENUE  
STATE OF FLORIDA

Examiner's Initials

**STATE OF FLORIDA  
OFFICE OF THE COMPTROLLER  
APPLICATION FOR REFUND**

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State Treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section \_\_\_\_\_\*, Florida Statutes, I hereby apply for a refund of moneys I paid into the State Treasury, which are subject to refund. The following information is submitted to substantiate the claim.

**THE INFORMATION IN THIS BOX WILL BE USED TO WRITE AND MAIL YOUR REFUND CHECK. PLEASE TYPE OR PRINT LEGIBLY.**

Name: <u>GARCIA, PEREZ-SIAM &amp; GRUENINGER</u> EIN or SS#: _____	
Address: <u>265 SEVILLA AVE.</u>	
<u>CORAL GABLES, FL 33134</u>	
Amount: <u>\$70.00</u>	Date Paid: <u>10-01-97</u>
Reason for Claim: <u>Duplicate filing of Resignation of Officer/Director.</u>	
<u>CHERYL COULLIETTE/AMENDMENTS</u> <u>P96000038709</u>	
Certified true and correct this _____ day of _____, 19 _____	
Signature _____	
* Must be completed if authority is other than Section 215.26, Florida Statutes.	

<b>Do Not Write in This Box - For Agency Use Only</b>	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	
Amount of recommended refund \$ <u>70.00</u>	
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on	
State Treasurer's Receipt No. <u>01044 014</u> dated <u>10-01-97</u>	
NAME OF ACCOUNT: <u>45202130001453000000000010000</u>	
Statutory Authority for Collection <u>607.01222</u>	
It is requested that payment be made from the following account:	
NAME OF ACCOUNT: <u>452021300014530000000022002000</u>	
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations (Agency)	_____ (Authorized Agency Signature and Title)

**AFFIDAVIT OF RESIGNATION OF DIRECTOR**

STATE OF FLORIDA }

COUNTY OF DADE }

I, ARMANDO MONROY, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, ARMANDO MONROY, hereby resign as Director of OXIGEN SPORTS CORPORATION, a corporation organized under the laws of the State of Florida;

That the corporation has been notified in writing of the resignation.

  
ARMANDO MONROY, DIRECTOR

Sworn to (or affirmed) and ~~subscribed~~ before me this 26th day of Sept., 1997, by ARMANDO MONROY.

  
NOTARY PUBLIC - State of Florida

Personally known \_\_\_\_\_ OR Produced Identification ✓

Type of Identification Produced Fla. D/L #



GARCIA, PEREZ-SIAM & GRUENINGER  
Attorneys At Law

265 Sevilla Avenue  
Coral Gables, Florida 33134

Carlos Garcia, Esq.  
Frank Perez-Siam, Esq.  
Susana R. Grueninger, Esq.  
Niraka R. Piedra, Esq.  
Joe L. Pujol, Esq.

Telephone: (305) 447-6600  
Facsimile: (305) 447-6624

September 29, 1997

P960000038709

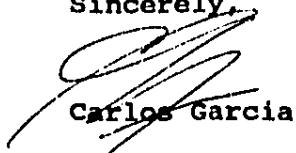
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Gentlemen:

Enclosed are two Affidavits of Resignation of Officer and two Affidavits of Resignation of Director for filing. Also enclosed is a check for the filing fees in the amount of \$140.00.

Please contact the undersigned if you have any questions.

Sincerely,



Carlos Garcia

CG:dr

Enclosure

900002308529--4  
-10/01/97--01044--014  
\*\*\*140.00 \*\*\*35.00

900002308529--4  
-10/01/97--01044--014  
\*\*\*140.00 \*\*\*35.00

OFF. Resign.  
CC  
10-6-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -1 PM 9:00

Coral Cable Systems (Franchising)  
 Requestor's Name  
 265 South Main Ave  
 Address  
 Coral Gables, FL 33134  
 City/State/Zip Phone #

OFFICE USE ONLY  
 CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):  
**P96000038709**

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 -10/01/97--01044--014  
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OTHER FILINGS	
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Examiner's Initials	
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**AFFIDAVIT OF RESIGNATION OF OFFICER**

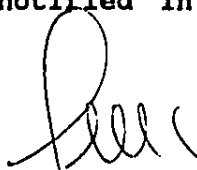
**STATE OF FLORIDA }**

**COUNTY OF DADE }**


I, GUSTAVO LECOMPTE, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, GUSTAVO LECOMPTE, hereby resign as Vice-President of OXIGEN SPORTS CORPORATION, a corporation organized under the laws of the State of Florida;

That the corporation has been notified in writing of the resignation.

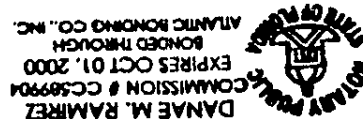
  
GUSTAVO LECOMPTE, VICE-PRESIDENT

Sworn to (or affirmed) and subscribed before me this 26th day of Sept., 1997, by GUSTAVO LECOMPTE.

  
NOTARY PUBLIC - State of Florida

Personally known \_\_\_\_\_ OR Produced Identification ☒

Type of Identification Produced Id. N/C



RECEIVED  
OCT 1 1997  
FBI  
DADE COUNTY  
FLORIDA

**AFFIDAVIT OF RESIGNATION OF DIRECTOR**

**STATE OF FLORIDA )**

**COUNTY OF DADE )**

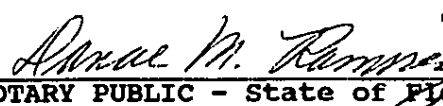
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I, GUSTAVO LECOMPTE, hereby resign as Director of OXIGEN SPORTS CORPORATION, a corporation organized under the laws of the State of Florida;

That the corporation has been notified in writing of the resignation.

  
\_\_\_\_\_  
GUSTAVO LECOMPTE, DIRECTOR

Sworn to (or affirmed) and subscribed before me this  
26th day of Sept., 1997, by GUSTAVO LECOMPTE.

  
\_\_\_\_\_  
NOTARY PUBLIC - State of Florida

Personally known \_\_\_\_\_ OR Produced Identification ✓

Type of Identification Produced Ida o/c

