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TO: DIVISION OTRPF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY CONTACT: RAY STORMONT ACCT#: 072450003255
PHONE: (305)541-3694 FBRAX #: (305)541-3770
NAME: MARLIN AT DANIA BEACH, INC.
AUDIT NUMBER.....H96000015401
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

OF

MARLIN AT DANIA BEACH, INC.

ARTICLE I

The name of the corporation shall be: Marlin At Dania Beach, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 50,000,000 shares. Par value shall be \$.001.
2. The capital stock may be paid for with property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.
3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company.

ARTICLE IV

Except as otherwise provided by the 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 shares.

Jason L. Unger, Esquire
Fl. Bar No. 991562
Americare Building, Third Floor
20 N.W. 181st Street
Miami, FL 33169
Telephone: (305) 770-0438

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H96000015401**ARTICLE V**

The existence of the corporation is perpetual.

ARTICLE VI

The street address of the initial registered office of this corporation is: 20 N.W. 181st Street, Miami, Florida 33169. And the initial registered agent of this corporation at the above address is: Dr. Joseph P. D'Angelo.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one or more than nine (9) persons.

ARTICLE VIII

The name and address of the member of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of existence of the corporation, or until his/her successor is elected or appointed and have qualified, is as follows:

NAME	ADDRESS
Dr. Joseph P. D'Angelo	20 N.W. 181st Street, Miami, FL 33169
Jacob Gluck	825 S.W. 8th Ave., Miami, FL 33130
Arnaldo Libman	3760 N.E. 209 Terrace Golden Point, Waterways Aventura, FL 33180
Ron Hortman	817 Abbott Road, Buffalo, NY 14220
Walter Johnson	180 East Dania Beach Blvd. Dania, FL 33004

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ARTICLE IX

The name and street address of the party signing the Articles of Incorporation as subscribed is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Joseph P. D'Angelo	20 N.W. 181st Street, Miami, FL 33169

ARTICLE XI

The principal office address of the corporation is 20 N.W. 181st Street, Miami, FL 33169.

ARTICLE XII

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by Proxy.

ARTICLE XII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of October, 1996.


Dr. Joseph P. D'Angelo

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: Marlin At The Beach, Inc.
2. The name and address of the registered agent and office is: Dr. Joseph P. D'Angelo, 20 N.W. 181st Street, Miami, Florida 33169.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Dr. Joseph P. D'Angelo

Date: October 29, 1996

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