

P97000024182

Charter Number Only

4-17-97 Elizabeth

Loutman & Mellinger

Requestor's Name

100 N. E. 84 St

Address

Miami, FL 33138

City

State

ZIP

Phone

957-5800

EFFECTIVE DATE  
3-17-97

100002116791--0  
-03/18/97--01122--015  
\*\*\*122.50 \*\*\*122.50

VALIDATION ONLY

CORPORATION(S) NAME

Reef Dwellers, Inc.

- ☒ Profit  
☐ NonProfit  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☒ Certified Copy  
☐ Call When Ready  
☒ Walk In
- ☐ Amendment  
☐ Dissolution  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call If Problem  
☐ Will Wait
- ☐ Merger  
☐ Mark  
☐ Other  
☐ Change of Registered Agent  
☐ Certificate Under Seal  
☐ After 4:30  
☒ Pick Up  
☐ Mail Out

RECEIVED  
97 MAR 18 AM 10:38  
DIVISION OF CORPORATION



Empire Toll Free: 1-800-432-3028

FILED

97 MAR 18 PM 1:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFIED COPY

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

ARTICLES OF INCORPORATION  
OF  
REEF DWELLERS, INC.

FILED

97 MAR 18 PM 1:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE  
3-17-97

ARTICLE I - NAME AND ADDRESS

The name of this corporation is REEF DWELLERS, INC. and its business address is 1335 West 49th Place, Ste. 506, Hialeah, Florida 33016.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue one thousand (1,000), all of which shall be common shares with a par of One Dollar (\$1.00).

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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

Reef Dwellers, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 1335 West 49th Place, Suite 506, Hialeah, Florida 33016, has named Gilberto Alvarez located at 1335 West 49th Place, Suite 506, Hialeah, Florida 33016, as its agent to accept service of process within this state.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially who shall serve until his or her successors, if any, are elected at the shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and addresses of the initial directors of this corporation are as follows:

GILBERTO ALVAREZ

1335 West 49th Place  
Suite 506  
Hialeah, Florida 33016

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Gilberto Alvarez  
1335 West 49th Place, Ste. 506  
Miami, Florida 33016

#### ARTICLE IX - BY-LAWS

The power to adopt, later, amend or repeal by-laws shall be vested in the shareholders of this corporation.

#### ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

GILBERTO ALVAREZ       -       1,000

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

#### ARTICLES XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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

#### ARTICLE XII - MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of this corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

#### ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify an officer, or any former officer, to the fullest extent permitted by law.

**ARTICLE XIV - AMENDMENT**

Amendments to the Certificates of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

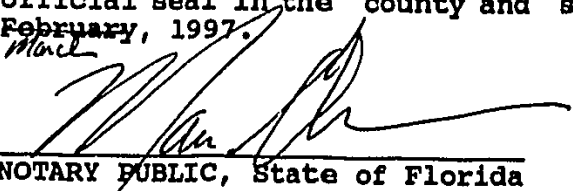
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17 day of March, 1997.

  
GILBERTO ALVAREZ, Incorporator

STATE OF FLORIDA    )  
                              ) SS:  
COUNTY OF DADE    )

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared GILBERTO ALVAREZ known to me be the person or who produced \_\_\_\_\_ as identification, who, as Incorporator, executed the foregoing Articles of Incorporation of REEF DWELLERS, INC. and he acknowledged that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 17<sup>th</sup> day of March, 1997.

  
NOTARY PUBLIC, State of Florida

My commission expires:



MARCO SCHILLER  
My Commission CC524388  
Expires Jan. 11, 2000

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND

FILED

FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 12 DAY OF March, 1997.

97 MAR 18 PM 1:09

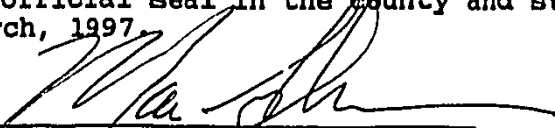
CLERK OF STATE  
TALLAHASSEE, FLORIDA

  
GILBERTO ALVAREZ, Registered Agent

STATE OF FLORIDA )  
                              ) SS:  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared GILBERTO ALVAREZ known to me or who produced \_\_\_\_\_ as identification and who executed the foregoing Acceptance of Registered Agent, and he acknowledged that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 17th day of March, 1997.

  
NOTARY PUBLIC, State of Florida

My commission expires:



MARC S SCHILLER  
My Commission CC524366  
Expires Jan. 11, 2000