

P97000045945

May 21, 1997

New Filing Section  
Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida. 32399

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-05/22/97--01082--007  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

We are enclosing the following documents regarding the incorporation of Kyzamel Kay, Inc.:

1. The Articles of Incorporation;
2. The Certificate of Registered Agent;
3. A check for One Hundred Twenty-two Dollars and Fifty Cents (\$122.50), to be allocated as follows:
  - a. Thirty-five Dollars (\$35) filing fee;
  - b. Thirty-five Dollars (\$35) registered agent fee;
  - c. Fifty-two Dollars and Fifty Cents (\$52.50) for a certified copy of the Articles of Incorporation.

Please send the certified copy of the Articles of Incorporation to the following address:

Douglas W. Marcille  
Atlantic Consulting Group  
501 Brickell key Drive, Suite 406  
Miami, FL 33131

Thank you for your attention to this matter.

Very truly yours,

  
Douglas Ward Marcille

DWM:ad

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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16/6/97  
5/23/97

ARTICLES OF INCORPORATION

FOR

KYZAMEL KAY, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLE I

**NAME and ADDRESS:** The name of the corporation is Kyzamel Kay, Inc. and its principal office and mailing address is 501 Brickell Key Drive, Suite 406, Miami, Florida 33131.

ARTICLE II

**DURATION:** The term of existence of the corporation is perpetual.

ARTICLE III

**PURPOSE:** The purpose of the corporation is to engage in any and all lawful business, including the operation and management of a vessel.

ARTICLE IV

**CAPITAL STOCK:** The aggregate number of shares that the corporation has authority to issue is Five Hundred (500), all of which shall be common shares with One Dollar (\$1.00) par value. The Board of Directors may, from time to time, determine the consideration for all classes and series of shares.

ARTICLE V

**PREEMPTIVE RIGHTS:** Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which is already held, shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

**RESTRICTION OF STOCK TRANSFER:** If any shareholder at any time desires to sell, transfer, encumber, or otherwise dispose of his shares of the corporation, he shall first offer his shares to the corporation and then to the shareholders at the price at which it is offered to others.

ARTICLE VII

**1244 STOCK:** The shares of this corporation are to be issued pursuant to the provisions of Section 1244, Title 26 of the Internal Revenue Code.

**ARTICLE VIII**

**PENSION AND PROFIT SHARING PLAN:** In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and purpose and objectives hereinbefore stated, the corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, or (3) other retirement or incentive compensation plan.

**ARTICLE IX**

**AMENDMENTS:** The corporation reserves the right to amend or repeal any provision in these Articles or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X**

**INITIAL REGISTERED AGENT AND OFFICE:** The corporation's initial registered agent and registered office is:

Douglas Ward Marcille  
501 Brickell Key Drive  
Suite 406  
Miami, FL 33131

**ARTICLE XI**

**DIRECTORS:** The initial Board of Directors of the corporation shall consist of one member:

Douglas Ward Marcille  
501 Brickell Key Drive  
Suite 406  
Miami, FL 33131

**ARTICLE XII**

**INCORPORATION:** The name and address of the incorporator is:

Douglas Ward Marcille  
501 Brickell Key Drive  
Suite 406  
Miami, FL 33131


IN WITNESS WHEREOF, I have subscribed my name this 21st day of May 1997.

  
\_\_\_\_\_  
Douglas Ward Marcille

STATE OF FLORIDA)  
 ) SS:  
COUNTY OF DADE )

On this 21st day of May, 1997, before me personally appeared Douglas Ward Marcille, known to me to be the person whose name is subscribed to the instrument within, and acknowledged that he executed the same for purposes contained therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
OFFICIAL NOTARY SEAL  
DANIEL MCALPIN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC466450  
~~MY COMMISSION EXP. JUNE 16, 1999~~

CERTIFICATE OF REGISTERED AGENT

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

That Kyzamel Kay, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at Miami, Dade County, Florida, has named:

Douglas Ward Marcille  
501 Brickell Key Drive  
Suite 406  
Miami, Florida 33131

as its agent to accept service of process within this State;

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the 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.

DATED: 5/21, 1997

BY:   
DOUGLAS WARD MARCILLE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 22 1997

# P97-45946  
# NO Record

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is missing.  
will be filmed  
when RECEIVED.