

P98000040310

LANDA FINANCIAL GROUP, INC.

4988 N. UNIVERSITY DRIVE
SUITE 138
LAUDERHILL, FLORIDA 33351

"FT."

City/State/Zip

Phone #

Office Use Only

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

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	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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-05/01/98-01085-016
****122.50 ****122.50

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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98 MAY -1 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

TA-5/5/98

ARTICLES OF INCORPORATION
OF

SWEETWATER SEAFOOD, INC.

The undersigned subscriber[s] to these Articles of Incorporation, natural person[s], competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I- CORPORATE NAME

The name of the corporation is:

SWEETWATER SEAFOOD, INC.

The address of the Corporation is:

4988 N.UNIVERSITY DRIVE
SUITE 138
LAUDERHILL, Florida 33351

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue THIRTY MILLION [30,000,00] shares of Capital Stock as follows:

A] TEN MILLION [10,000,000] shares of which shall be designated as "Preferred Stock", each share thereof having a par value of One Mill[\$0.001]. The board of directors may from time to time and at any time issue part or all of said preferred shares on terms and conditions as the board may determine without further action required by the shareholders; and such shares may be convertible into shares of Common Stock, have cumulative dividends, be redeemable by the corporation, or such other terms and conditions as may be determined by the board of directors at the time of issuance.

B] TWENTY MILLION [20,000,000] shares of which shall be designated as "Common Stock", having a par value of One Mill

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[\$0.001] per share, with each share having one vote in every matter required to be submitted for approval by Stockholders.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME: XAVIER T. CHERCH
ADDRESS: 4988 N.UNIVERSITY DRIVE
SUITE 138
CITY: LAUDERHILL, Florida 33351

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have ONE [1] director initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one [1]. The names and addresses of the initial directors of the corporation are as follows:

NAME: XAVIER T. CHERCH
ADDRESS: 4988 N.UNIVERSITY DRIVE
SUITE 138
CITY: LAUDERHILL, Florida 33351

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1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

2. The stockholders may, pursuant to the By-Law provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of stock of this corporation as they may see fit.

3. The Board of Directors of this corporation shall adopt By-Laws for the government of this corporation which shall be subordinate only to the certificate of incorporation and the laws of the United States and the State of Florida. The By-Laws may be amended from

time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any By-Law adopted by the stockholders.

4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.

5. If the By-Laws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the By-Laws, to the extent now or thereafter to be permitted under statutes and laws of the State of Florida.

6. If the By-Laws so provide, any stockholder of this corporation, to the extent now or thereafter permitted pursuant to the By-Laws of this corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this corporation. No such agreement

shall impose directors' or stockholders' liabilities upon the stockholders who are parties thereto except to the extent required by the Statutes and laws of the State of Florida.

7. The Board of Directors of this corporation is authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve in any other capacity and receive compensation therefor in any form.

8. The corporation shall indemnify any director, officer, or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any officer, director, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy [whether or not a quorum] that it was to the interests

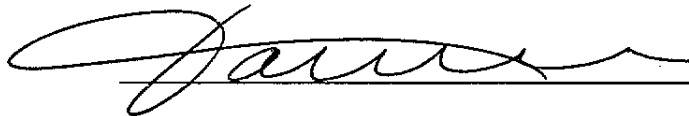
of the corporation that such settlement be made and that such director , officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under By-Law, agreement vote of shareholders or otherwise.

ARTICLE IX - INCORPORATORS

The name of the person[s] signing these Articles of Incorporation are as follows:

NAME: XAVIER T. CHERCH
ADDRESS: 4988 N.UNIVERSITY DRIVE
SUITE 138
CITY: LAUDERHILL, Florida 33351

WITNESS WHEREOF, The undersigned subscriber[s] have executed these Articles of Incorporation this 27th Day of APRIL 1998.

 [Seal]
[Seal]

STATE OF FLORIDA)
SS
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

XAVIER T. CHERCH
known to me and known to be the person[s] who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

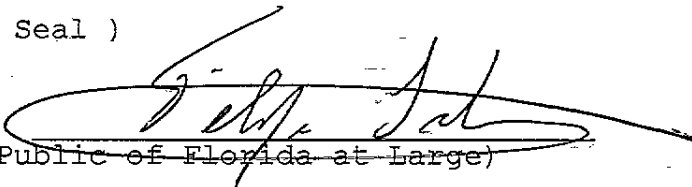
IN WITNESS WHEREOF, I have affixed my hand and seal, in the State and County aforesaid,

this 28 day of April 19 98

(Notary Seal)



Felipe Schwensen
MY COMMISSION # CC723925 EXPIRES
March 12, 2002
BONDED THRU TROY FAIN INSURANCE, INC


(Notary Public of Florida at Large)

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

SWEETWATER SEAFOOD, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

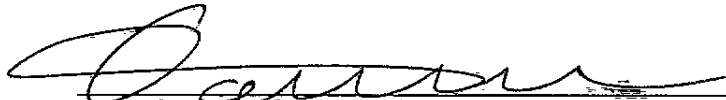
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

4988 N. UNIVERSITY DRIVE
SUITE 138
LAUDERHILL, Florida 33351

has named XAVIER T. CHERCH
located at the aforesaid address, as its Registered Agent to accept service of process within the state.

ACKNOWLEDGEMENT

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 provisions of Florida Law in keeping open said office.


(registered agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA