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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 AUG 12 AM 10:29

MBI, INC.  
8355 NW 66TH ST.  
MIAMI, FL 33166

City/State/Zip

Phone #

Office Use Only

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

1. Marine Brothers International, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ 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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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

ARTICLES OF INCORPORATION  
OF  
MARINE BROKERS INTERNATIONAL, INC.

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ARTICLE I- NAME

The Name of the corporation is: MARINE BROKERS INTERNATIONAL, INC. located on 8355 NW 66 st Miami, FL 33166. The name of the registered agent at that address is Marina Vargas.

ARTICLE II- DURATION

This corporation shall have perpetual existence.

ARTICLE III- PURPOSE

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

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock with a par value of \$1.00.

ARTICLE V- VOTING RIGHTS

Except otherwise provided by law, the entire voting power for the election and termination of directors & officers and for all other purposes shall be vested exclusively in the Board of directors. This Article may only be amended by the Board of Directors.

ARTICLE VI- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII- INITIAL BOARD OF DIRECTORS/INCORPORATORS

This corporation shall have 1 director initially. The number of directors may be increased from time to time by the bylaws. The Director of this corporation shall be:

Mr. Enrique J. Varona  
Director & VICE-PRESIDENT

## ARTICLE IX- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the SHAREHOLDERS exclusively.

## ARTICLE X- RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person in the amount set opposite his name:

Name:	Number of Shares
MARINA VARGAS	33%
DUTCH CHARTER SYSTEMS, INC.	67%

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. This shall apply on equal basis regardless of share ownership percentages.

## ARTICLE XI- INITIAL CAPITAL STOCK

The amount of capital with which this corporation shall begin business is not less than \$3,500.00

## ARTICLE XII- MANAGMENT OF CORPORATION BY THE STOCKHOLDERS

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

## ARTICLE XIII- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

## ARTICLE XIV- DIRECTORS, RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida. The Shareholders of this corporation shall have the exclusive authority to fix the cOmpensation of directors of this corporation.

## ARTICLE XV- REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his term.

## ARTICLE XVI- LIMITATION ON POWERS OF COMMITTEES

In addition to other limitation, imposed by law, no committee of directors of this corporation shall have or exercise the power of the board of directors to authorize any merger or dissolution.

## ARTICLE XVII- SHAREHOLDERS QUORUM AND VOTING

All SHAREHOLDERS shall constitute a quorum for a meeting of OFFICERS. If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of directors.

## ARTICLE XVIII- MEETINGS BY TELEPHONE CONFERENCE

Members of the Board of directors may participate in special meetings of the Board of Directors by means of telephone conference as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

## ARTICLE XIX- REDUCTION IN STATED CAPITAL

The Stated Capital of this corporation shall be reduced by action of the Board of Directors AND STOCKHOLDERS ALIKE where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

## ARTICLE XXII-INDEMNIFICATION

This incorporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

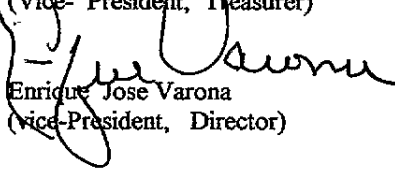
## ARTICLE XXI- AMENDMENT

ALL POLICIES PERTAINING TO THE FUTURE WELFARE OF THIS CORPORATION INCLUDING TRANSFER OF PROPERTIES HELD BY THIS CORPORATION AND OR DECISIONS AFFECTING SERVICES OFFERED UNDER THE CORPORATION SHALL REQUIRE THE UNANIMOUS CONSENT OF ALL PARTNERS. TRANSFER OF NEGOTIABLE NOTES AND OR SERVICE CONTRACTS AND OTHER RELATED PROPERTIES OF THIS CORPORATION TANGIBLE AS WELL AS INTANGIBLE SHALL ALSO REQUIRE UNANIMOUS CONSENT FROM ALL SHAREHOLDERS. NOT EXCLUDING ONE.

In witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation this 13Th day of AUGUST, 1998.

  
MARINA VARGAS  
(president)

  
Hector Julio Vega  
(Vice- President, Treasurer)

  
Enrique Jose Varona  
(vice-President, Director)

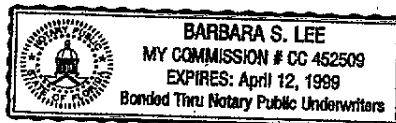
STATE OF FLORIDA)  
) SS:  
COUNTY OF DADE )

Before Me, a Notary Public, authorized to take acknowledgements in the state and county set forth above, personally appeared MARINA VARGAS, Known to me to be the persons described herein and who executed the forgoing Articles of Incorporation and that they executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13 day of AUGUST, 1998.

  
Notary Public, State of Florida

My Commission expires



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STATEMENT OF ACCEPTANCE OF  
APPOINTMENT AS REGISTERED AGENT OF  
MARINE BROKERS INTERNATIONAL, INC.

The undersigned does hereby accept his appointment of and designation as registered Agent for the service of process within the State of Florida of the proposed corporation named in the above certificate, and does hereby further state that he may be found as registered Agent for aforesaid certificate. the undersigned Registered Agent does also accept the obligations imposed on such registered Agent.

IN WITNESS WHEREOF, MARINA VARGAS as said registered Agent has caused this statement to be signed on AUGUST 13, 1998.

  
MARINA VARGAS  
Registered Agent