

Law offices of  
**DE RENZO AND KARRAKER, P. A.**

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Altamonte Springs, Florida 32701-4319  
(407) 834-6035 facsimile (407) 831-0431  
Donald\_Karraker@email.msn.com

Monday, December 21, 1998

State of Florida  
Department of State, Division of Corporations  
609 E. Gaines Street  
Tallahassee, FL 32399

700002719837--6

Re: Articles of Incorporation

-12/22/98--01097--015

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed please find the following:

1. Original and one copy of the Articles of Incorporation;
2. Certificate Designating Place of Business or Domicile for the Service of Process within this State, Naming Agent upon Whom Process May be Served for the above named company;
3. This firm's check number 7678 in the amount of \$78.75.

Please file the original in your offices and certify and return to us one certified copy

EFFECTIVE DATE  
DEC 21 1999

Thank you for your assistance.

Very truly yours,

*Donald E. Karraker*  
(CAK)  
Donald E. Karraker

DEK/cak

Encls.

*12/22/98*

98 DEC 22 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**ARCADIA FLORIDA FISH, INC.**

The undersigned incorporator, for the purpose of forming a corporation under Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE 1 - NAME**

The name of the Corporation shall be: Arcadia Florida Fish, Inc.

**ARTICLE 2 - ADDRESS**

The address of the principal office of the Corporation is 11032 Sylvan Pond Circle, Orlando, FL 32825, and the mailing address of the Corporation is: 11032 Sylvan Pond Circle, Orlando, FL 32825.

**ARTICLE 3 - AUTHORIZED SHARES**

The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 700,000 common shares.

**ARTICLE 4 - PAR VALUE**

Such shares of the Corporation shall have a par value of \$1.00 per share.

**ARTICLE 5 - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

**ARTICLE 6 - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 11032 Sylvan Pond Circle, Orlando, FL 32825, and the name of its initial Registered Agent at that address is Rodrigo Sierra.

98 DEC 22 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EFFECTIVE DATE  
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## **ARTICLE 7 - INCORPORATOR**

The name and address of the Incorporator is as follows: Rodrigo Sierra, 11032 Sylvan Pond Circle, Orlando, FL 32825.

## **ARTICLE 8 - INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Directors of the Corporation are as follows: Rodrigo Sierra, 11032 Sylvan Pond Circle, Orlando, FL 32825; Luis G. Franco, 11164 Sylvan Pond Circle, Orlando, FL 32825, and Ricardo Angel, Calle 122 BIS No. 25-45, Suite 301, Santa Fe De Bogota, Colombia.

## **ARTICLE 9 – INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

## **ARTICLE 10 - PREEMPTIVE RIGHTS**

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

## **ARTICLE 11 - SHARE TRANSFER RESTRICTIONS**

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<b><u>Shareholder</u></b>	<b><u>Number of Shares</u></b>
Inverangel Investment Corporation Ricardo Angel, President Calle 122 BIS No. 25-45 Santa Fe De Bogota, Colombia	700
Luis G. Franco 11164 Sylvan Pond Circle Orlando, FL 32825	100
Rodrigo Sierra 11032 Sylvan Pond Circle Orlando, FL 32825	200

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

## **ARTICLE 12 - RIGHTS OF INITIAL DIRECTORS**

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

## **ARTICLE 13 – BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

## **ARTICLE 14 - COMMENCEMENT OF CORPORATE EXISTENCE**

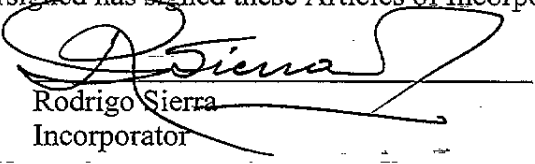
In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

## ARTICLE 15 – PURPOSES

The purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**IN WITNESS WHEREOF**, the undersigned ~~has signed~~ these Articles of Incorporation on this 21<sup>st</sup> day of December, 1998.

  
Rodrigo Sierra  
Incorporator

STATE OF FLORIDA       )  
COUNTY OF SEMINOLE   )

The foregoing instrument was acknowledged before me this 21<sup>ST</sup> day of December, 1998, by Rodrigo Sierra.

**NOTARY PUBLIC:**

  
(Signature of Notary Public)



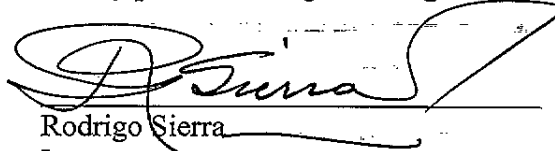
DONALD E KARRAKER  
My Commission CC537799  
Expires Jun. 23, 2000

Donald E. Karraker  
**STATE OF FLORIDA AT LARGE**  
Commission number: CC537799  
My commission expires: June 23, 2000  
(SEAL)

Personally Known (X) and Produced Identification (X).  
Type of Identification Produced: FL Drivers License # S600-720-41-269-0

**ACCEPTANCE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

  
Rodrigo Sierra  
Incorporator  
Date: December 21, 1998

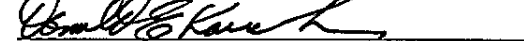
STATE OF FLORIDA       )  
COUNTY OF SEMINOLE   )

The foregoing instrument was acknowledged before me this 21<sup>ST</sup> day of December, 1998, by Rodrigo Sierra.



DONALD E. KARRAKER  
My Commission CC537799  
Expires Jun. 23, 2000

**NOTARY PUBLIC:**

  
(Signature of Notary Public)

Donald E. Karraker  
**STATE OF FLORIDA AT LARGE**  
Commission number: CC537799  
My commission expires: June 23, 2000  
(SEAL)

Personally Known ( X ) and Produced Identification ( X ).  
Type of Identification Produced: FL Drivers License # S600-720-41-269-0

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