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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4002

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

EFFECTIVE DATE

1-19-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 21 AM 9:00

FILED

FLORIDA PROFIT CORPORATION OR P.A.

LION MARINE OF AMERICA, CORP.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Dmc
1-22-99

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ARTICLES OF INCORPORATION

OF

Lion Marine of America, Corp.
a Florida Corporation

FILED
99 JAN 21 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Lion Marine of America, Corp., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

LION MARINE OF AMERICA, CORP.

EFFECTIVE DATE

1-19-99

ARTICLE II. ADDRESS

The corporation's mailing address is

223 Phoenetia Avenue, Apartment 1
Coral Gables, Florida 33134

ARTICLE III

The existence of the corporation shall begin effective January 19, 1999.

Sergio Porras, CPA
1101 Brickell Avenue, Suite 800
Miami, Fl 33131
(305) 577-8589

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ARTICLE IV. PURPOSE.

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent office of the corporation is 223 Phoenetia Avenue, Apt 1 Coral Gables, Florida 33134 and the name of the corporation's initial registered agent at the address is Lily Herrera.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 1 director. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall have never be less that 1. The name of the initial director is:

Name

Lily Herrera

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Sergio Porras
1101 Brickell Avenue, Suite 800
Miami, Fl 33131

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 19th day of January, 1,999.

By: 
Sergio Porras, CPA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
99 JAN 21 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

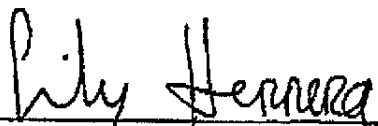
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Lion Marine of America, Corp., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 223 Phoenetia Avenue, Apt 1, Coral Gables, Florida 33134 has named Lily Herrera, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and I am familiar with, and accept, the obligations of that position.

Lily Herrera
223 Phoenetia Avenue, Apt 1, Coral Gables, Florida 33134



Lily Herrera
Date: January 19, 1999

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