

99000015611

CAPITAL CONNECTION, INC.

• 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bluewater SPA & Fitness, Inc.

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****350.00 *****87.50

- ☒ Art of Inc. File Cert
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☒ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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DIVISION OF CORPORATIONS
99 FEB 17 PM 3:33

Signature

DIVISION OF CORPORATIONS

Requested by: CD 99 FEB 17 AM 11:47

Name CD Date 2-17-99 Time 11:30

Walk-In Will Pick Up

R. Purinton FEB 17 1999

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**ARTICLES OF INCORPORATION
OF
BLUE WATER SPA & FITNESS, INC.**

The undersigned Incorporator, John O. Anthony, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I:

The name of the Corporation (hereinafter "Corporation") shall be: Blue Water Spa & Fitness, Inc.

ARTICLE II:

The purpose or purposes of the Corporation shall be to engage in any activity, business, or lawful act under the laws of the State of Florida and the United States.

ARTICLE III:

The principal place of business and mailing address of the Corporation shall be: Port of Miami, 1265 South America Way, 1st Floor, Miami, Florida 33132.

ARTICLE IV:

The number of shares of stock that the Corporation will be authorized to have outstanding at any one time shall be: ten thousand (10,000) shares of single class stock.

ARTICLE V:

The Corporation shall issue its stock pursuant to shareholder agreement in the following manner: two thousand (2,000) shares of stock to Andrea J. Williams, two thousand (2,000) shares of stock to Monica Anthony, one thousand five hundred (1,500) shares of stock to David F. Williams, and one thousand five hundred (1,500) shares of stock to John O. Anthony. The remaining three thousand (3,000) shares of stock shall not be issued without the affirmative vote of one hundred percent (100%) of all issued and outstanding shares of the Corporation. This provision of the Articles of Incorporation may not be amended without the affirmative vote of one hundred percent (100%) of all issued and outstanding shares of the Corporation.

ARTICLE VI:

The Corporation shall have four (4) Directors at inception. The number of Directors may be increased or decreased from time to time by the Bylaws. The names and addresses of the initial Directors are: Andrea J. Williams, Port of Miami, 1265 South America Way, 1st Floor, Miami, Florida 33132; Monica Anthony, Port of Miami, 1265 South America Way, 1st Floor, Miami, Florida 33132; David F. Williams, Port of Miami, 1265 South America Way, 1st Floor, Miami, Florida 33132; and John O. Anthony, Port of Miami, 1265 South America Way, 1st Floor, Miami, Florida 33132.

ARTICLE VII:

The Bylaws of the Corporation may be adopted, altered, amended, or repealed by the affirmative vote of one hundred percent (100%) of the Directors/Shareholders.

ARTICLE VIII:

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX:

The name and Florida street address of the Incorporator to these Articles of Incorporation is: John O. Anthony, Port of Miami, 1265 South America Way, 1st Floor, Miami, Florida 33132.

JOHN C. ANTHONY DATE 8/15/94
Incorporator

ARTICLE X:

The name and Florida street address of the initial Registered Agent is: Eduardo J. Hernandez, Esq., One Biscayne Tower - Suite 3750, 2 South Biscayne Boulevard, Miami, Florida 33131.

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I 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.

E. A. 02/10/99
EDUARDO J. HERNANDEZ DATE
Registered Agent

FILED
CLERK OF DISTRICT COURT
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