

TRANSMITTAL LETTER

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/26/99--01045--008
****122.50 *****78.75

SUBJECT: PRESTIGE Boat TOPS INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- \$70.00
- \$78.75
- \$122.50
- \$131.25

FROM: LAZARO E. MARTINEZ
Name (printed or typed)

12480 SW 191 Terrace
Address

MIAMI, FL 33177
City, State & Zip

(305) 232-7927
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 APR 26 AM 10:56

FILED

NOTE: Please provide the original and one copy of the articles.

Handwritten initials/signature

ARTICLES OF INCORPORATION

of

PRESTIGE BOAT TOPS, Inc.

he 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.

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TALLAHASSEE FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is: PRESTIGE BOAT TOPS, Inc.

ARTICLE II - DURATION

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

ARTICLE III - NATURE OF BUSINESS

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

The general nature of the business and the objects and purposes to be transacted and carried on are as follows: Fabrication of Marine Canvas, boat tops, interior/exterior cushions and all general repairs .

And, in general, to carry on any other legal business whatsoever which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties. And, further, to borrow or raise money for any purpose of the company and to secure the same interest or for other purpose to mortgage all or any part of the property corporeal or incorporeal rights or franchise of this company now owned or hereafter acquired and to create, issue, draw, accept, and negotiate bonds, mortgages, bill of exchange, promissory notes or other obligations or negotiate instruments.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at this time is:

<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
1000	\$ 1.00

ARTICLE V - AMOUNT OF INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

ARTICLE VI - CORPORATION'S ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida shall be as follows: 12480 SW 191st Terrace, Miami, Florida 33177

The Board of Director(s) may from time to time move the principal office to any other address in the State of Florida and establish subsidiaries in any other place within and without the United States.

ARTICLE VII - NUMBER OF DIRECTOR(S)

This corporation shall have Two director(s) initially. The number of director(s) may be increased or diminished from time to time by the laws adopted by the stockholder(s) but shall never be less than one (1).

ARTICLE VIII - INITIAL BOARD OF DIRECTOR(S)

The name(s) and post office address(es) of the number of the first Board of Director(s) who subject to the provisions of the Certificate of Incorporation, By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation existence or until their successor(s) are elected and have qualified. These Director(s) and post office address(es) are:

<u>NAME OF DIRECTOR(S)</u>	<u>ADDRESS(ES)</u>
Lazaro E. Martinez	12480 SW 191 Terrace Miami, Fl 33177
Estrella L. Curiel	12480 SW 191 Terrace Miami, Fl 33177

ARTICLE IX - SUBSCRIBER(S)

The name(s) and post office address(es) of the subscriber(s) of these Articles of Incorporation, the number of shares of stock each agrees to take and value of the consideration thereof, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>PAR VALUE</u>
Lazaro E. Martinez President	12480 SW 191 Terr. Miami, Fl 33177	251	\$1.00
Estrella L. Curiel Vice President/Secretary	12480 SW 191 Terr. Miami, Fl 33177	249	\$1.00

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provide by law. Every amendment shall be approved by the Board of Director(s) proposed by them to the stockholder(s) and approved at stockholder(s) meeting by the majority of the stock entitled to vote thereon.

ARTICLE XI - DESIGNATION OF REGISTERED AGENT

The following person is hereby named as Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida at the below registered address:

<u>REGISTERED AGENT</u>	<u>ADDRESS</u>
Lazaro E. Martinez	12480 SW 191 Terrace Miami, FL 33177

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service to process for the following corporation:

PRESTIGE BOAT TOPS, Inc.

at the place designated in these articles. I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office

By:


REGISTERED AGENT

ARTICLE XII.

The stockholder(s) shall have a right of first refusal in any sale, transfer or assignment for the benefit of creditors by any other stockholder to the remaining stockholder(s). Said right of first refusal shall be in writing to the address on the stock certificate. The stockholder shall have ten (10) days in which to accept the offered shares based on current fair market value as determined by the average price determined by two (2) independent Certified Public Accountants.

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ARTICLE XIII

We, the undersigned being each and all of the original subscriber(s) to the capital stock here in above named for the purpose of forming a corporation for profit to do business both within and outside the State of Florida, do hereby make, subscribe, acknowledge and file this certificate hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares of stock here in above set forth as to each of us and accordingly have hereunto set our hands and seals this 9th day of April, 1999.

Lazaro E. Martinez
LAZARO E. MARTINEZ

Estrella L. Curiel
ESTRELLA L. CURIEL

STATE OF FLORIDA)

 SS
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized to administer oaths and take acknowledgments personally appeared LAZARO E. MARTINEZ and ESTRELLA L. CURIEL.

to me well know to be the person described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS, my hand and official seal in the County and State last aforesaid this

17th day of APRIL, 1998, 1999.

Liliana E. Jimenez

NOTARY PUBLIC, State of Florida at Large

My Commission expires: JULY 21, 2001

(Notary Seal)

