

P99000092565



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 419500 4329479

AUTHORIZATION :

*Patricia Pigott*

COST LIMIT : \$ 78.75

ORDER DATE : October 19, 1999

ORDER TIME : 11:28 AM

ORDER NO. : 419500-010

CUSTOMER NO: 4329479

100003019101-8

CUSTOMER: Janet N. Lockhart, Paralegal  
BAKER & HOSTETLER  
BAKER & HOSTETLER  
200 South Orange Avenue  
Suntrust Center Suite 2300  
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: MARESIAS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT 19 AM 9:31

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

510  
W99-24136

RECEIVED  
99 OCT 19 PM 4:40  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*JP* 10/21/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

**RESUBMIT**

Please give original  
submission date as file date

October 20, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: MARESIAS, INC.  
Ref. Number: W99000024136

*\* No Translation,  
Indian  
Name \**

We have received your document for MARESIAS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Please provide an English translation for the entity's name in your cover letter.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 599A00050483

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**Articles of Incorporation**

**of**

**Maresias, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT 19 AM 9:31

**ARTICLE I**

**Name and Duration**

The name of the Corporation is: Maresias, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Corporation is: 417 Water Street, Celebration, Florida 34747.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is 200 South Orange Avenue, SunTrust Center, Suite 2300, in the City of Orlando, 32802-0112, County of Orange. The name of the registered agent at such address is Wendy Anderson.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

**ARTICLE V**

**Capital Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

## ARTICLE VI

### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

| <u>Name</u>    | <u>Address</u>                                                                                          |
|----------------|---------------------------------------------------------------------------------------------------------|
| Wendy Anderson | 200 South Orange Avenue<br>SunTrust Center, Suite 2300<br>Post Office Box 112<br>Orlando, Florida 32802 |

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as the directors of the Corporation until the first annual meeting of the shareholders are as follows:

| <u>Name</u>              | <u>Address</u>                                 |
|--------------------------|------------------------------------------------|
| Luiz Francisco Biaggi    | 417 Water Street<br>Celebration, Florida 34747 |
| Emerson Rodrigues Biaggi | 417 Water Street<br>Celebration, Florida 34747 |

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE IX

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

**ARTICLE X**

**Indemnification**

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

**ARTICLE XI**

**Transfer of Shares**

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void *ab initio*.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 18<sup>th</sup> day of October, 1999.

**MARESIAS, INC.**

By: \_\_\_\_\_

Name: Wendy Anderson  
As its: Incorporator

STATE OF FLORIDA            )  
                                          ) SS.  
COUNTY OF ORANGE        )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of October, 1999, by Wendy Anderson, as Incorporator, on behalf of the corporation. She is (a) x personally known to me or (b) \_\_\_\_\_ has produced \_\_\_\_\_ N/A \_\_\_\_\_ as identification.

Janet N. Lockhart  
(Notary Signature)

Janet N. Lockhart  
(NOTARY NAME PRINTED)

NOTARY PUBLIC  
Commission No. CC 802286

(NOTARY SEAL)



**REGISTERED AGENT CERTIFICATE**

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That MARESIAS, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Wendy Anderson, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, *Florida Statutes*.

**MARESIAS, INC.**

By: 

Name: Wendy Anderson  
As its: Incorporator

DATED: October 18<sup>th</sup>, 1999

FILED  
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DIVISION OF CORPORATIONS  
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