

**P99000101130**

**Florida Department of State  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850) 922-4001

**From:**

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

**FILED**  
**99 NOV 18 AM 11:00**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**FLORIDA PROFIT CORPORATION OR P.A.**

**TORPEDO LAND HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF  
TORPEDO LAND HOLDINGS, INC.

The undersigned, as incorporator to these Articles of Incorporation, being a natural person competent to contract, hereby files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

FIRST: The name of this corporation is:

TORPEDO LAND HOLDINGS, INC.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 Shares of Common Stock, having a par value of \$1.00 per share.

PREPARED BY:  
DONALD J. MURRAY, ESQ.  
9200 So. Dadeland Blvd, #515  
Miami, Florida 33156  
Tel. No. (305) 670-8900  
Fla. Bar No. 115672

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**FOURTH:** The holders of common shares shall have preemptive rights to purchase any shares of the Corporation hereafter issued on any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

**FIFTH:** This corporation is to exist perpetually.

**SIXTH:** The street address of the initial registered office of this corporation is 345 Colonial Rd, West Palm Beach, Florida 33405, and the name of the initial registered agent of this corporation at that address is David E. Lievano.

**SEVENTH:** This corporation shall have not less than one (1) director(s) initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stock-holders.

**EIGHTH:** The name and address of the initial director(s) of this corporation is:

David E. Lievano  
345 Colonial Rd, West Palm Beach, Florida 33405

Yekaterina Borzhemskaya  
1173 SW 18 St., Boca Raton, Fl. 33433

**NINTH:** The name of the incorporator to these Articles of Incorporation is as follows: David E. Lievano, and incorporator's address is:

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345 Colonial Rd, West Palm Beach, Florida 33405

TENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ELEVENTH: No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this other corporation may be officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

TWELFTH: The Board of Directors shall determine the title and duties of each officer of this corporation.

THIRTEENTH: The principal address and the mailing address of the corporation is: 345 Colonial Rd, West Palm Beach, Florida 33405

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IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation this 17<sup>th</sup> day of November, 1999.

  
\_\_\_\_\_  
DAVID E. DEVANO

STATE OF FLORIDA       )  
                                  :SS  
COUNTY OF MIAMI-DADE )

The foregoing Articles of Incorporation were acknowledged before me this  
17<sup>th</sup> day of November, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
At Large

My Commission Expires:



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**H99000029393****ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

BY: [Signature]  
Registered Agent

DATE: 11/17/99

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