

# P95000067467

## CAPITAL CONNECTION, INC.

417 P. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Hammerheads Sea  
Grille, Inc.

C.C. FEE. DISBURSED

- ☐ Capital Express™
- ☒ Art of Inc. File
- ☐ Corp. Record Search
- ☐ Ltd. Partnership File
- ☐ Foreign Corp. File
- ☒ ) Cert. Copy(s)

- ☐ Art of Amend. File
- ☐ Dissolution/Withdrawal
- ☐ C.U.S.
- ☐ Fictitious Name File

- ☐ Name Reservation
- ☐ Annual Report/Reinstatement
- ☐ Reg. Agent Service
- ☐ Document Filing

- ☐ Corporate Kit
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ Document Retrieval

- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ File No.'s. Copies

- ☐ Courier Service
- ☐ Shipping/Handling
- ☐ Phone ( )
- ☐ Top Priority
- ☐ Express Mail Prep
- ☐ FAX ( ) pgs.

### SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

FILED  
55 AUG 31 PM 12:13  
TALLAHASSEE, FLORIDA

SN

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY RAN \_\_\_\_\_

WALK-IN Will Pick Up 8:31 12pm

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

FILED  
95 AUG 31 PM 12:13  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HAMMERHEADS SEA GRILLE, INC.

THE UNDERSIGNED, acting as the incorporator of a corporation, in accordance with the Florida General Corporation Act, Chapter 607, of the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is HAMMERHEADS SEA GRILLE, INC.

**ARTICLE II - EFFECTIVE DATE AND DURATION**

The duration of this corporation is perpetual commencing on the date of execution and acknowledgement of the articles.

**ARTICLE III - PURPOSE**

The purpose or purposes for which this corporation is organized are to engage in any activity or business permitted under the laws of the United States and of Florida.

**ARTICLE IV - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Common Stock at One Dollar (\$1.00) par value per share.

**ARTICLE V - CAPITAL**

The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

**ARTICLE VI - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

#### **ARTICLE VII - INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410 and the name of its initial registered agent at that address is Philip H. Forbes, Esquire.

#### **ARTICLE VIII - DIRECTORS**

The number of directors constituting the initial Board of Directors of this corporation is two (2). The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successor(s) are elected and qualified are:

<u>Name</u>	<u>Address</u>
Dean Eric Lavallee	329 Kelsey Park Circle Palm Beach Gardens, FL 33410
Henry E. Worcester, III	130 Edwards Lane West Palm Beach, FL 33404

#### **ARTICLE IX - INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Dean Eric Lavallee	329 Kelsey Park Circle Palm Beach Gardens, FL 33410

#### **ARTICLE X - COMMON DIRECTORS**

#### **TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or

transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

#### **ARTICLE XI - BYLAWS**

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

#### **ARTICLE XII - PRINCIPAL OFFICE**

The address of the Principal Office and Mailing Address is 4135 Burns Road, Palm Beach Gardens, FL 33410.

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation, this 30th day of August, 1995.

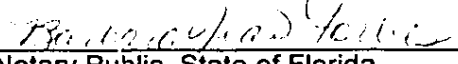
  
Dean Eric Lavalée  
Incorporator

STATE OF FLORIDA       )  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 30th day of August, 1995, by Dean Eric Lavalée who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.



BARBARA JEAN FORBES  
My Commission CC365811  
Expires Jun. 21, 1998

  
Notary Public, State of Florida  
My commission expires: 6/21/98

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

In compliance with the Florida Statutes, the following is submitted:

HAMMERHEADS SEA GRILLE, INC., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Philip H. Forbes, Esquire, located at 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

**ACKNOWLEDGEMENT AND ACCEPTANCE**

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

  
Philip H. Forbes, Esquire  
Registered Agent

STATE OF FLORIDA       )  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 30th day of August, 1995, by Philip H. Forbes who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.

  
Notary Public, State of Florida  
My commission expires:



MORRIS GARY MILLER  
MY COMMISSION # 00440292 EXPIRES  
February 25, 1999  
BONDED THROUGH TROY FAIN INSURANCE, INC.

FILED  
AUG 31 PM 12:13  
CLERK OF DISTRICT COURT  
PALM BEACH, FLORIDA