

F95000003608

1001 HAYS STREET
PALM BEACH, FL 33401
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800-342-1086



95 JUL 25 AM 10:52
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 647708 11381A
AUTHORIZATION :
COST LIMIT : * PREPAID

ORDER DATE : July 25, 1995

ORDER TIME : 10:04 AM

ORDER NO. : 647708

CUSTOMER NO: 11381A

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-07/25/95--01056--003
***122.50 ***122.50

CUSTOMER: Alya Nagler Daniels, Esq
Gary Dytrych & Ryan
Suite 402
701 U.S. Highway 1
North Palm Beach, FL 33408

FOREIGN FILINGS

NAME: PALM BEACH PROPERTIES, INC.

XX PROFIT _____ CORPORATE
NON-PROFIT _____ LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

95 JUL 25 PM 1:42
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Name conflict
Doc# 195-31337



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 25, 1995

OCS NETWORKS

*Please give the 25th's
file date*

SUBJECT: PALM BEACH PROPERTIES, INC.
Ref. Number: W95000014898

We have received your document for PALM BEACH PROPERTIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return 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 (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 895A00035276

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned CHARLES R. JENKINS, SR., do hereby certify
that this Resolution of the Board of Directors of Palm Beach Properties, Inc.
a corporation duly organized and existing under the laws of the State of Maryland
was duly adopted on July 25, 1995.

Resolved, that Palm Beach Properties, Inc., organized
and existing in the State of Maryland, hereby adopts the
name Spillfish Company for use in Florida.

Dated: July 25, 1995



Charles R. Jenkins, Sr., Pres.

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Palm Beach Properties, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Maryland
(State or country under the law of which it is incorporated)
3. March 26, 1990
(Date of Incorporation)
4. perpetual
(Duration)
5. 52-1935331
(Federal Employer Identification number, if applicable)
6. July 24, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. P.O. Box 572, Ocean City, Maryland 21042
(Current mailing address)
8. Operating Restaurant
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

President: XXXXXXXXX Charles R. Jenkins, Sr.

Address: 2901 Philadelphia Avenue, Ocean City, MD 21842

Vice Pres. XXXXXXXXXXXXX Virginia L. Jenkins

Address: Same

Director: Charles R. Jenkins, Sr.

Address: Same

Director: Virginia L. Jenkins

Address: Same

B. Officers:President: Charles R. Jenkins, Sr.Address: 2901 Philadelphia Avenue, Ocean City, MD 21842Vice President: Virginia L. JenkinsAddress: SameSecretary: Virginia L. JenkinsAddress: SameTreasurer: Charles R. Jenkins, Sr.Address: Same

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:Name: John W. Gary, IIIOffice Address: 701 U.S. Hwy. One, Suite 402N. Palm Beach, Florida 33408

Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: John W. Gary, III

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. [Signature]

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Charles R. Jenkins, Sr., President

(Name and capacity of person signing application)

STATE OF MARYLAND

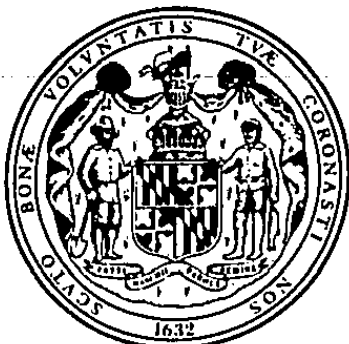
378480

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT PALM BEACH PROPERTIES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 21ST DAY OF JULY, 1995.

Jacqueline C. James
JACQUELINE C JAMES
OFFICE SUPERVISOR I