

F96000001967

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

500001789155
-04/22/96--01070--036
****122.50 ****122.50

1. Shells Seafood Restaurant, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 4/22 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	AMENDMENTS
<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Resignation of R.A., Officer/Director
<input type="checkbox"/> Limited Liability	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Domestication	<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Other	<input type="checkbox"/> Merger

OTHER FILINGS	REGISTRATION/QUALIFICATION
<input type="checkbox"/> Annual Report	<input checked="" type="checkbox"/> Foreign
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Name Reservation	<input type="checkbox"/> Reinstatement
	<input type="checkbox"/> Trademark
	<input type="checkbox"/> Other

Examiner's Initials

FILED
96 APR 22 PM 12:03
SECRETARY OF STATE OF FLORIDA
TALLAHASSEE, FLORIDA
4/22

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: Shells Seafood Restaurants, Inc.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sheldon G. Nussbaum, Esq.
(Name of Person)
Fulbright & Jaworski L.L.P.
(Firm/Company)
666 Fifth Avenue
(Address)
New York, NY 10103
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Sheldon G. Nussbaum, Esq. at (212) 318 - 3254
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

1. Shella Seafood Restaurants, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Delaware

(State or country under the law of which it is incorporated)

3. 59-3372414

(FEI number, if applicable)

4. March 6, 1996

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. April 22, 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 16313 N. Dale Mabry Highway, Ste. 100

Tampa, Florida 33618

(Current mailing address)

8. To engage in all lawful business permitted to corporations authorized to transact business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) in Florida

9. Name and street address of Florida registered agent:

Name: United Corporate Services, Inc.

Office Address: 801 N.E. 167th St., Ste. 300

N. Miami Beach

, Florida ,

33162

(Zip Code)

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TALLAHASSEE, FLORIDA

10. 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)

RAY D. Barr, Pres.

11. 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.

12. Names and addresses of officers and/or directors: See Attached

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Warren R. Nelson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Warren R. Nelson, Vice President of Finance, C.F.O., Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

SHELLS SEAFOOD RESTAURANTS, INC.

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
William E. Hattaway	President	c/o Shells Seafood Restaurants, Inc. 16313 N. Dale Mabry Highway Suite 100 Tampa, FL 33618
Warren R. Nelson	Vice-President of Finance, Chief Financial Officer, Secretary and Treasurer	"
John R. Ritchey	Vice-President of Operations	"
Frank C. Roehl, III	Vice-President of Marketing	"

DIRECTORS

<u>Name</u>	<u>Address</u>
William E. Hattaway	c/o Shells Seafood Restaurants, Inc. 16313 N. Dale Mabry Highway Suite 100 Tampa, FL 33618
Frederick R. Adler	1520 S. Ocean Boulevard Palm Beach, FL 33480
John P. Collins	3975 Fernway Court, N.E. Atlanta, GA 30319
Robert V. Gisselbeck	c/o Gisselbeck & Associates 3936 Tamiami Trail N., Suite D Naples, FL 33940
Kamal Mustafa	7 Wildwood Drive North Caldwell, NJ 07006
Jay S. Nickse	c/o Venad Administrative Services, Inc. 100 First Stamford Place Stamford, CT 06902
Edwin F. Russo	6650 Stratford Drive Parkland, FL 33067

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SHELLS SEAFOOD RESTAURANTS, INC.
16313 N. Dale Mabry Highway, Ste. 100
Tampa, Florida 33618

CONSENT TO USE OF NAME

Shells Seafood Restaurants, Inc., a Florida corporation (the "Corporation"), hereby consents to the qualification of Shells Seafood Restaurants, Inc. a Delaware corporation, in the State of Florida under the name of Shells Seafood Restaurants, Inc.

IN WITNESS WHEREOF, the Corporation has caused this consent to be executed by a duly authorized officer this 20 day of April, 1996.

SHELLS SEAFOOD RESTAURANTS, INC.

By:



Warren R. Nelson
Vice President of Finance, Chief Financial
Officer, Treasurer and Secretary

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHELLS SEAFOOD RESTAURANTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF APRIL, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SHELLS SEAFOOD RESTAURANTS, INC." WAS INCORPORATED ON THE SIXTH DAY OF MARCH, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION:

7914643

DATE:

04-19-96

F9600001967

ALLAHASSEE FL 33602
904-222-0393 FAX

RECEIVED

96 OCT 17 AM 9:50

CSC networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO: 10105168880892

REFERENCE : 122748 7116793

AUTHORIZATION :

COST LIMIT : \$ N/A

ORDER DATE : October 16, 1996

ORDER TIME : 4:08 PM

ORDER NO. : 122748-005

CUSTOMER NO: 7116793

CUSTOMER: Todd Hodges, Esq
Agliano, Hodges & Whittmore,
Suite 2630
400 North Tampa Street
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: SHELLS SEAFOOD RESTAURANTS,
INC.

EFFECTIVE DATE:

XX LETTER CORRECTING FEI #
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

Change & FEI #

DZ

10-17-96

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TALLAHASSEE, FLORIDA

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10/16/1996 10:12

013-224-0070

A H W LAW FIRM

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AGLIANO, HODGES & WHITEMORE, P.A.
ATTORNEYS & COUNSELLORS

October 16, 1996

Secretary of State
Annual Reports
Tallahassee, Florida 32301

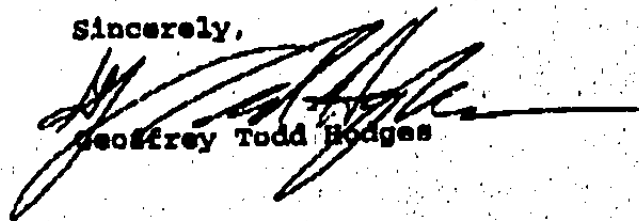
RE: Shells Seafood Restaurants, Inc. (the "Corporation")

Gentlemen:

Our client, Shells Seafood Restaurants, Inc., mistakenly placed an incorrect Employer Identification Number on its 1996 Annual Report filed on April 22, 1996. The Corporation's correct Federal Employer Identification Number is 65-0427966. Please update your records to reflect this correction.

If you have any questions regarding the enclosed, please do not hesitate to contact me.

Sincerely,


Geoffrey Todd Hodges

GTH

Park Tower • Suite 2630 • 400 North Tampa Street • Tampa, FL 33602
Post Office Box 190 • Tampa, FL 33601-0190 • (813) 225-1515 • Facsimile (813) 224-0070

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