

F99000004226

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H990000020398 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4003

ATTN: Michelle Hodges

From:

Account Name : J.H. ACCOUNTING SERVICES, INC.
Account Number : 119990000041
Phone : (941) 923-0964
Fax Number : (941) 925-4874

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 17 AM 9:19

RECEIVED

FOREIGN PROFIT QUALIFICATION

R & R Distributors, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 02 5 |
| Estimated Charge | \$70.00 |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 17 AM 9:35

Electronic Filing Menu

Corporate Filing

Public Access Help

F99-4226

GA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 16, 1999

J.E. ACCOUNTING SERVICES, INC.

SUBJECT: R & R DISTRIBUTORS, INC.
REF: W99000018959

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 DOCUMENT 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 (850) 487-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H99000020398
Letter Number: 199A00041245

FILED STATE
SECRETARY OF CORPORATIONS
AUG 17 AM 9:35

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H99000020398 6

RESOLUTION OF BOARD OF DIRECTORS OF
R & R DISTRIBUTORS, INC.

WHEREAS, R & R DISTRIBUTORS, INC., a Delaware Corporation, who desires to do business in the state of Florida and whose corporate name is not available in Florida.

WHEREAS, the stockholders of this Corporation have duly consented in writing, and have authorized this Board of Directors and officers of this Corporation to adopt the name of R & R DISTRIBUTORS OF SARASOTA, INC., for use in the state of Florida.

RESOLVED, that as of August 16, 1999, the corporation shall henceforth be known in the state of Florida as R & R DISTRIBUTORS OF SARASOTA, INC.

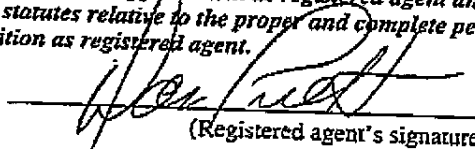

Regina Soules, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 17 AM 9:35

H990000203986

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. R&R Distributors, 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. 65-0783892
(FEI number, if applicable)
4. 9/9/97
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 16, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4120 Malden Drive
Sarasota, FL 34241
(Current mailing address)
8. wholesale seafood distributor
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Daniel Prewett
Office Address: 5777 Beneva Rd. South
Sarasota, Florida, 34233
(Zip code)
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)
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: (Street address ONLY - P.O. Box NOT acceptable)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 17 AM 9:35

4990000203986

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: Regina SoulesAddress: 4120 Malden Drive
Sarasota, FL 34233

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: Regina SoulesAddress: 4120 Malden Dr.
Sarasota, FL 34233

Vice President: _____

Address: _____

Secretary: Same

Address: _____

Treasurer: Same

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 17 AM 9:35**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Regina Soules
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Regina Soules

(Typed or printed name and capacity of person signing application)

J.H. Accounting Services, Inc.
5777 Beneva Road South
Sarasota, FL 34233
(941) 925-4874

H990000203986

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 "R. & R. DISTRIBUTORS, 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 TWELFTH DAY OF AUGUST, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9919610

08-12-99

H99000020398 6

2800412 8300

991336889