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DIVISION OF CORPORATIONS P.O. BOX 6327, TALLAHASSEE FL 32314

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-07/12/00-01042-019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P.O. BOX 6327  
Tallahassee, FL 32314

**SUBJECT: Evelyn's New England Seafood, Inc.**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$78.75.

**From:**

Evelyn Dupont  
4115 Neptune Road  
St. Cloud, FL 34769

**FILED**  
00 JUL 12 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Note please provide the original and one copy of the articles.

T BROWN JUL 17 2000

## **ARTICLES OF INCORPORATION**

**Evelyn's New England Seafood, Inc.**

**FILED**  
00 JUL 12 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned for ourselves our associates successors and assigns hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunity of a corporation for profit hereby certify:

### **ARTICLE I**

The name of the corporation shall be:

**Evelyn's New England Seafood, Inc.**

### **ARTICLE II**

The mailing address of the corporation shall be 4115 Neptune Road, St. Cloud, FL 34769.

### **ARTICLE III**

The authorized Capital Stock of the Corporation shall consist of one thousand (1,000) shares at the par value of One Dollar (\$1.00) per share which shares shall not be divided into classes and shall not be issued in series.

The sum of the par value of all of the shares of capital stock of the corporation issued and outstanding shall be the stated capital of the corporation at any particular time.

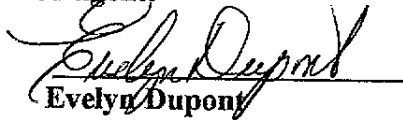
When and as declared by the Board of Directors the holders of the outstanding capital stock shall be entitled to receive solely out of the unreserved and unrestricted earned surplus of the corporation dividends payable in either cash in property or in shares of the capital stock of the corporation.

The corporation shall not commence business until capital in excess of five hundred dollars (\$500.00) has been received.

#### ARTICLE IV

The name of the initial registered agent is Evelyn Dupont, who is a resident of Florida and whose address is 4115 Neptune Road, St. Cloud, FL 34769.

I hereby accept designation as registered agent:

  
Evelyn Dupont

#### ARTICLE V

The name of the Incorporator is Evelyn Dupont, whose address is 4115 Neptune Road, St. Cloud, FL 34769.

#### ARTICLE VI

This corporation is organized to operate a restaurant and all other related support services including, but not limited to catering and franchising. The corporation is also organized to engage in any business activities and for any and all other purpose permitted under the laws of the United States The State of Florida and any other State in which the corporation is or shall be authorized to conduct business.

In this country or in any foreign country to the extent that said purposes are not forbidden by the laws thereof subject to specific written limitations or restrictions imposed by law or otherwise by these Articles of Incorporation and solely in furtherance of, but not in addition to the purposes herein above set forth to have and exercise all of the powers as are or may from time to time be inferred by statute or otherwise.

To execute perform carry out or do any or all of the things in the accomplishment of the purposes herein above set forth as principal agent contractor trustee attorney-in-fact or otherwise either alone or in the company of other corporations or individuals.

It is understood that the foregoing enumeration of the powers of the corporation shall not be deemed to exclude by inference the exercise of any powers that might have been implied if no such mention thereof had been made.

#### ARTICLE VII

The initial Board of Directors of the corporation shall consist of two (2) individuals.

The name and address of the individual(s) who are to serve as Directors until the first annual meeting of shareholders or until successor(s) shall have been elected and qualified are as follows:

**Evelyn Dupont  
4115 Neptune Road  
St. Cloud, FL 34769**

**Patrick Dupont  
4115 Neptune Road  
St. Cloud, FL 34769**

#### **ARTICLE VIII**

**The Corporation shall exist perpetually unless dissolved according to law.**

#### **ARTICLE IX**

**The provisions for the regulation of internal affairs are as follows:**

**First the meetings of Shareholders Board of Directors or any other meeting regular or special may be held either within or outside of the State of Florida or within or outside of the United States.**

**Second the initial by-laws of the corporation shall be adopted by its Board of Directors. The power to alter amend or repeal the by-laws or adopt a new code of by-laws shall be reserved to the shareholders, the affirmative vote of not less than fifty-one percent (51%) of the total number of shares issued and outstanding being necessary to exercise such reserved power. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Act or these Articles of Incorporation.**

**Third the Corporation reserves the right from time to time to amend, alter, repeal or to add any provision to these Articles of Incorporation in any manner prescribed by these Articles of Incorporation and the Business Corporation Act.**

**IN WITNESS WHEREOF I have executed this instrument this 12 day of July, 2000, by Evelyn's New England Seafood, Inc.**

  
**Evelyn Dupont  
Incorporator**

**STATE OF FLORIDA  
COUNTY OF OSCEOLA**

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of July, 2000 by Evelyn Dupont, Drivers License # D 153 213 34 7930, who being personally known to me and duly cautioned and sworn states that the foregoing is true correct and based on personal knowledge and acting as incorporator of the corporation on behalf of the corporation.

Sworn to and subscribed before me on this 10 day of July, 2000.

Barbara C Taylor  
Notary Public



Barbara C Taylor  
My Commission CC728639  
Expires April 28, 2002

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

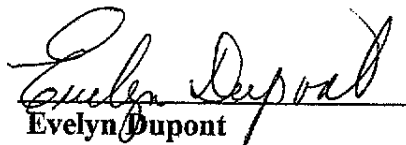
**FILED**  
00 JUL 12 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,  
FLORIDA STATUTES THE UNDERSIGNED CORPORATION ORGANIZED  
UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.**

- 1. The name of the corporation is Evelyn's New England Seafood, Inc.**
- 2. The name and address of the registered agent and office is:**

**Evelyn Dupont  
4115 Neptune Road  
St. Cloud, FL 34769**

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

  
**Evelyn Dupont  
REGISTERED AGENT**