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TRANSMITTAL LETTER

DEPARTMENT OF STATE  
DIVISION OF CORPORATION  
P O BOX 6327  
TALLAHASSEE FL 32314

FILED  
00 OCT 18 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT : BO KNIGHT'S SEAFOOD SHANTY INC..

ENCLOSED IS AN ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION AND A  
CHECK FOR:

\$78.75 - FILING FEE AND CERTIFIED COPY ( AN ADDITIONAL COPY IS ATTACHED )

FROM: BO KNIGHT'S SEAFOOD SHANTY INC.  
CHARLES J. SCHOENER, REGISTERED AGENT  
807 LINDA DRIVE  
MARY ESTHER FL 32569

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

THE UNDERSIGNED INCORPORATORS, FOR THE PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

**ARTICLE ONE- NAME**

THE NAME OF THE CORPORATION SHALL BE:

BO KNIGHT'S SEAFOOD SHANTY INC.

**ARTICLE TWO- PRINCIPLE OFFICE**

THE PRINCIPLE PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:

191 MARY ESTHER BLVD  
MARY ESTHER FL 32569

**ARTICLE THREE – MAILING ADDRESS**

THE MAILING ADDRESS OF THIS CORPORATION SHALL BE

807 LINDA DRIVE  
MARY ESTHER FL 32569

**ARTICLE FOUR- SHARES**

THE NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

100 SHARES OF ONE DOLLAR PAR (\$1.00) VALUE COMMON STOCK

**ARTICLE FIVE – INTIAL REGISTERED AGENT AND STREET ADDRESS**

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

CHARLES J SCHOENER  
807 LINDA DRIVE  
MARY ESTHER FL 32569

## ARTICLE SIX – INCORPORATORS

THE NAMES AND SOCIAL SECURITY NUMBERS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE:

ELDRID T. KNIGHT 116-54-1243

CHARLES J. SCHOENER 266-79-8639

## ARTICLE SEVEN – OFFICERS

THE NAMES AND TITLES OF THE INITIAL OFFICERS OF THE CORPORATION ARE:

ELDRID T. KNIGHT PRESIDENT

CHARLES J. SCHOENER VICE-PRESIDENT/TREASURER

**ARTICLE EIGHT – THIS CORPORATION SHALL HAVE A PERTUAL EXISTENCE.**

## ARTICLE NINE – NATURE OF BUSINESS POWERS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY BUSINESS UNDER THE LAWS OF THIS STATE OF FLORIDA.

## ARTICLE TEN – CUMULATIVE VOTING

EACH SHAREHOLDER ENTITLED TO VOTE SHALL HAVE A NUMBER OF VOTES EQUAL TO THE NUMBER OF VOTING SHARES HELD BY THE SHAREHOLDER.

## ARTICLE ELEVEN – AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE STOCKHOLDERS.

**ARTICLE TWELVE – INITIAL BOARD OF DIRECTORS**

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY INCREASE BY THE BY-LAWS.

THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

ELDRID T. KNIGHT AND CHARLES J. SCHOENER

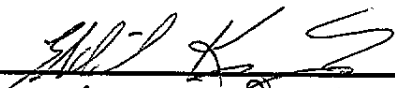

**ARTICLE THIRTEEN – TAX ARTICLE**

IT IS THE INTENTION OF THIS CHARTER THAT THE DIRECTOR SHALL SELL THE CAPITAL STOCK OF THIS CORPORATION IN ACCORDANCE WITH THE CONDITIONS OF SECTION 1242-1244, INCLUSIVE, OF THE INTERNAL REVENUE SERVICE CODE.

**ARTICLE FOURTEEN – PREEMPTIVE RIGHTS**

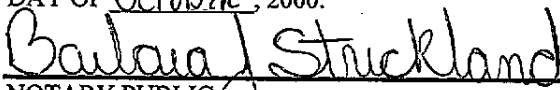
EVERY SHAREHOLDER OF THIS CORPORATION UPON THE SALE FOR CASH OF ANY STOCK OF THIS CORPORATION WHICH IS HELD BY ANOTHER SHAREHOLDER OF THIS CORPORATION SHALL HAVE THE INITIAL RIGHT TO PURCHASE THAT STOCK AT THE PRICE IT WILL BE OFFERED TO OTHERS OUTSIDE OF THE CORPORATION.

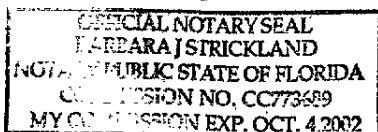
THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 16<sup>th</sup> DAY OF OCTOBER, 2000.

  
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STATE OF FLORIDA  
COUNTY OF OKALOOSA COUNTY

THE FOREGOING INSTRUMENT WAS SUBSCRIBED AND SWORN TO BEFORE ME THIS 16<sup>th</sup> DAY OF OCTOBER, 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC  
MY COMMISSION EXPIRES



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROCESS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAW OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT.

1. THE NAME OF THE CORPORATION IS: BO KNIGHT'S SEAFOOD SHANTY INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

CHARLES J. SCHOENER  
807 LINDA DRIVE  
MARY ESTHER FL 32569  
850-581-2274

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS 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.

  
REGISTERED AGENT  
CHARLES J. SCHOENER

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