

PO0000105099

November 4, 2000

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

SUBJECT: Conch Island Cafe, Inc.

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-11/08/00--01077--007
*****70.00 *****70.00

Enclosed please find an original and one (1) copy of the articles of incorporation and Certificate of Designation Registered Agent/Registered Office for the above corporation, and check in the amount of \$70.00.

FROM: Lou Zappa
57 Comares Ave.
St. Augustine, Florida 32080
(904) 829-8646

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CONCH ISLAND CAFE, INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Conch Island Cafe, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

57 Comares Avenue, St. Augustine, Florida 32080

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1000) Shares of No Par Common Stock.

ARTICLE IV - TRANSFERABILITY

Transferability of the shares of this corporation are limited in the following manner: (any shareholder wishing to sell any shares in the corporation must notify the corporation in writing of their intention to sell and their terms); the corporation, by vote of the Board of Directors, may purchase such shares. If after thirty (30) days the corporation has not purchased said shares, the shareholder wishing to sell must notify all shareholders of record

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in writing of this intent to sell and his terms. Shareholders shall be entitled to purchase the amount of shares available for sale, which their shares bare to the total shares held by all shareholders that wish to purchase. Only after the shares have been offered to the shareholders of record for a period of thirty (30) days, may any shares be offered to the corporation and remaining shareholders. If new terms are introduced, or terms are changed, then the process must be repeated. Under no circumstances shall the corporation be obligated to buy back any of its shares at any price.

ARTICLE V - INITIAL REGISTERED AGENT
AND ADDRESS

The name and address of the initial registered agent is:

Louis Zappa
12 Avista Circle, St. Augustine, Florida 32084

ARTICLE VI - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

Louis Zappa
12 Avista Circle, St. Augustine, Florida 32080

The undersigned has (have) executed these Articles of Incorporation this 4th day of November 2000.



Louis Zappa, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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 Conch Island Cafe, Inc.
2. The name and address of the registered agent and office is:

Louis Zappa
12 Avista Circle, St. Augustine, Florida 32080

SIGNATURE: Louis Zappa

TITLE: Incorporator

DATE: 11-4-00

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TALLAHASSEE, FLORIDA

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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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Louis Zappa
DATE: 11-4-00