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TRANSMITTAL LETTER

FILED

April 17, 2001

01 APR 23 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

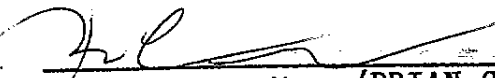
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/23/01--01149--009
*****78.75 *****78.75

SUBJECT: SEAFOOD KITCHEN OF ST. AUGUSTINE, INC.

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

FROM:



Name /BRIAN C. GARNER

108 ANASTASIA BLVD.

Address

ST. AUGUSTINE, FL 32084

City, State & Zip

TELEPHONE (24) HOURS (904) 825-4185

CB424

ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

SEAFOOD KITCHEN OF ST. AUGUSTINE, INC.

ARTICLE II PRINCIPAL OFFICE

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

108 ANASTASIA BLVD.
ST. AUGUSTINE, FL 32084

ARTICLE III SHARES

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

1,000 SHARES OF COMMON STOCK
PAR VALUE \$1.00

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

BRIAN C. GARNER
108 ANASTASIA BLVD.
ST. AUGUSTINE, FL 32084

ARTICLE V INCORPORATOR

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

BRIAN C. GARNER
108 ANASTASIA BLVD.
ST. AUGUSTINE, FL 32084

The undersigned incorporator has executed these Articles of Incorporation this

17th day of April, 2001.


Signature /BRIAN C. GARNER

**CERTIFICATE OF DESIGNATION OF
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:

SEAFOOD KITCHEN OF ST. AUGUSTINE, INC.

2. The name and address of the registered agent and office is:

BRIAN C. GARNER

108 ANASTASIA BLVD.

ST. AUGUSTINE, FL 32084

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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 obligations of my position as registered agent.



/BRIAN C. GARNER (SIGNATURE)

April 17, 2001

(DATE)