

TRANSMITTAL LETTER

PO1000041843

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

000004044910--0  
-04/23/01--01142--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: SEAFOOD SURPRISE, INC:  
(Proposed corporate name - must include suffix)

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

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: WILLIAM G: NOE, JR:, ESQ:  
Name (Printed or typed)

599 ATLANTIC BOULEVARD, SUITE 6  
Address

ATLANTIC BEACH, FLORIDA 32233  
City, State & Zip

(904) 249-7241  
Daytime Telephone number

FILED  
01 APR 23 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

T. Burch APR 25 2001

**CERTIFICATE OF INCORPORATION**  
**OF**  
**SEAFOOD SURPRISE, INC.**

**FILED**  
01 APR 23 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, HEREBY ASSOCIATE FOR THE PURPOSE OF BECOMING 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 OF A CORPORATION FOR PROFIT.

**ARTICLE I**

THE NAME OF THE CORPORATION SHALL BE: **SEAFOOD SURPRISE, INC.**

**ARTICLE II**

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS AS FOLLOWS:

TO DO ALL THINGS WHICH ARE  
AUTHORIZED TO BE DONE BY  
CORPORATIONS ORGANIZED UNDER THE  
LAWS OF THE STATE OF FLORIDA.

**ARTICLE III**

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS ONE HUNDRED SHARES (100). SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF TEN CENTS (\$.10) PER SHARE.

ALL OF SAID STOCK SHALL BE PAYABLE IN CASH, PROPERTY, LABOR OR SERVICES AT A JUST VALUATION TO BE FIXED BY THE BOARD OF

DIRECTORS OF INCORPORATORS, AT A MEETING CALLED FOR THAT PURPOSE.

**ARTICLE IV**

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

**ARTICLE V**

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE 13694 BETTY DRIVE, JACKSONVILLE, FLORIDA 32224. THE MAILING ADDRESS OF THIS CORPORATION SHALL BE 13694 BETTY DRIVE, JACKSONVILLE, FLORIDA 32224.

**ARTICLE VI**

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE NOR MORE THAN FIVE.

**ARTICLE VII**

THE NAMES AND STREET ADDRESSES OF THE FIRST BOARD OF DIRECTORS WHO, SUBJECT TO THE PROVISIONS OF THIS CERTIFICATE OF INCORPORATION, THE BY-LAWS AND LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
SAMUEL C. FLOYD	13694 BETTY DRIVE JACKSONVILLE, FLORIDA 32224

**ARTICLE VIII**

THE NAME AND STREET ADDRESS OF THE OFFICERS OF THIS CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOW:

<u>NAME</u>	<u>ADDRESS</u>
SAMUEL C. FLOYD PRESIDENT, SECRETARY & TREASURER	13694 BETTY DRIVE JACKSONVILLE, FLORIDA 32224

**ARTICLE IX**

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THIS CERTIFICATE OF INCORPORATION IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM G. NOE, JR.	599 ATLANTIC BOULEVARD, SUITE 6 ATLANTIC BEACH, FLORIDA 32233

**ARTICLE X**

THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT OF THIS CORPORATION AND OF THE REGISTERED OFFICE IS:

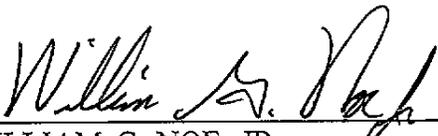
<u>NAME</u>	<u>ADDRESS</u>
WILLIAM G. NOE, JR.	599 ATLANTIC BOULEVARD, SUITE 6 ATLANTIC BEACH, FLORIDA 32233

**ARTICLE XI**

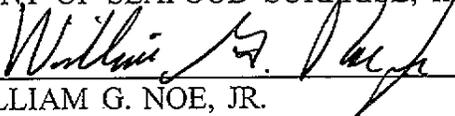
THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY A PRESIDENT, ONE OR MORE VICE-PRESIDENTS, A SECRETARY AND A TREASURER, AND SUCH ASSISTANTS AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME PROVIDE FOR, AND ANY PERSON MAY HOLD TWO OR MORE OF

SUCH OFFICES. WHEN STOCKHOLDERS WHO HOLD A MAJORITY OF THE STOCK SHALL BE PRESENT AT A MEETING OF THIS CORPORATION, HOWEVER CALLED OR NOTIFIED, AND SHALL SIGN A WRITTEN CONSENT THERETO ON THE RECORD OF THE MEETING, THE ACTS OF SUCH MEETING SHALL BE AS VALID AS IF LEGALLY CALLED AND NOTIFIED. THIS CORPORATION MAY PRESCRIBE AND MAKE SUCH OTHER PROVISIONS BY PROPER BY-LAWS AS THE CORPORATION MAY DESIRE FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION, AND ANY PROVISION CREATING, DIVIDING, LIMITING, AND REGULATING THE POWERS OF THE CORPORATION, THE DIRECTORS AND STOCKHOLDERS, INCLUDING PROVISIONS GOVERNING THE ISSUANCE OF STOCK CERTIFICATES TO REPLACE LOST OR DESTROYED STOCK CERTIFICATES; PROVIDED SUCH PROVISIONS ARE NOT CONTRARY TO THE LAWS OF THE STATE OF FLORIDA.

IN WITNESS WHEREOF, THE SUBSCRIBER AND INCORPORATOR HAS  
HEREUNTO SET HIS HAND AND SEAL THIS 20TH. DAY OF APRIL, 2001.

  
\_\_\_\_\_  
WILLIAM G. NOE, JR.  
REGISTERED AGENT AND  
SUBSCRIBER

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND  
RESPONSIBILITIES AS REGISTERED AGENT OF SEAFOOD SURPRISE, INC.

  
\_\_\_\_\_  
WILLIAM G. NOE, JR.

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME THIS DAY PERSONALLY APPEARED WILLIAM G. NOE, JR., TO ME WELL KNOWN AND KNOWN TO ME TO BE THE PERSON NAMED AS REGISTERED AGENT AND INCORPORATOR WHO SUBSCRIBED HIS NAME TO THE FOREGOING CERTIFICATE OF INCORPORATION OF SEAFOOD SURPRISE, INC., AND WHO ACKNOWLEDGED TO AND BEFORE ME THAT HE SUBSCRIBED HIS NAME TO SAID CERTIFICATE OF INCORPORATION AS THE REGISTERED AGENT AND INCORPORATOR TO THE STOCK OF SAID CORPORATION, FREELY AND VOLUNTARILY FOR THE USES AND PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT ATLANTIC BEACH, FLORIDA, DUVAL COUNTY, FLORIDA, THIS 20TH. DAY OF APRIL, 2001.

  
NOTARY PUBLIC  
PRINTED NAME: \_\_\_\_\_  
MY COMMISSION EXPIRES: \_\_\_\_\_



Diane R. Dougherty  
MY COMMISSION # CC851736 EXPIRES  
September 5, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.