



THE UNITED STATES
CORPORATION
COMPANY

PO1000054181

ACCOUNT NO. : 072100000032

REFERENCE : 170574 9212A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

FILED

01 JUN -1 PM 12:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 1, 2001

ORDER TIME : 11:40 AM

ORDER NO. : 170574-005

CUSTOMER NO: 9212A

CUSTOMER: Becky Stokes, Legal Assistant
Gargano & Marchewka, L.l.p.

Suite 203
2075 West First Street
Fort Myers, FL 33901

EFFECTIVE DATE

05/31/01

TO AGENCY OF FILING
SUFFICIENCY OF FILING

2001 JUN -1 PM 12:13

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: NEPTUNE'S OF BOSTON, INC.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

PS
06/11/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Neptune's of Boston, Inc.

EFFECTIVE DATE

05/31/01

Pursuant to Section 607.0202, Florida Statutes, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the corporation is **Neptune's of Boston, Inc.**

ARTICLE 2. DURATION

The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock. Those shares shall be of a single class and shall have a par value of 1.00 per share.

ARTICLE 5. PRINCIPAL OFFICE

The principal office of the corporation is 3057 Cleveland Avenue, Fort Myers, FL 33901 and the mailing address for the corporation is 3057 Cleveland Avenue, Fort Myers, FL 33901.

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3057 Cleveland Avenue, Fort Myers, FL 33901 and the name of its registered agent at that address is Richard Charles Reynolds.

ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial director of the corporation are as follows:

Richard Charles Reynolds
3057 Cleveland Avenue, Fort Myers FL 33901

Eoin A. Barry
3057 Cleveland Avenue, Fort Myers, FL 33901

Dermott McNulty
3057 Cleveland Avenue, Fort Myers, FL 33901

ARTICLE 8. INCORPORATORS

The name and address of each incorporator is as follows:

Richard Charles Reynolds
3057 Cleveland Avenue, Fort Myers, FL 33901

The incorporator shall have no personal liability under any circumstances. The corporation shall indemnify the incorporator under all circumstances not prohibited by law.

ARTICLE 9. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 10. INDEMNIFICATION

The corporation shall indemnify each officer, director, incorporator and registered agent including former officers, directors, incorporators and registered agents to the full

extent permitted by law.

ARTICLE 11. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

ARTICLE 12. COMMENCEMENT OF CORPORATION EXISTENCE

In accordance with Section 607.01401, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles Of Incorporation.

ARTICLE 13. SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares entitled to vote shall be an act of the shareholders.

ARTICLE 14. DIRECTOR QUORUM AND VOTING

A majority of all the directors of the corporation shall constitute a quorum at a meeting of the directors. If a quorum is present, the affirmative vote of a majority of all the directors of the corporation shall be an act of the Board of Directors.

ARTICLE 15. DIVIDENDS

Dividends may be paid to the shareholders.

ARTICLE 16. INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting, if consent in writing setting forth the action so taken signed by all of the persons who are entitled to vote on such action at a meeting is filed with the secretary of the corporation as part of the corporate records.

ARTICLE 17. INFORMAL DIRECTOR ACTION

Any action of the Board of Directors may be taken without a meeting, if consent in writing setting forth the action so taken signed by all of the persons who are entitled to vote on such action at a meeting is filed with the secretary of the corporation as part of the corporate records.

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TALLAHASSEE, FLORIDA

ARTICLE 18. SHAREHOLDER AGREEMENT

The shareholders or subscribers to stock of this corporation shall be authorized to enter into any agreement between themselves and with the corporation abridging, limiting, restricting or changing the rights or interests of any one or more of the shareholders or subscribers of stock to sell, assign, mortgage, pledge, hypothecate, or transfer on the books of the corporation any and all of the corporation's shares of stock. A copy of the agreement shall be filed with the corporation and each certificate representing share(s) of stock shall state that it is subject to the terms of the agreement and the shares of stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and conditions of the agreement.

IN WITNESS WHEREOF the undersigned has signed these Articles of Incorporation on May 31, 2001.

Richard Charles Reynolds
Richard Charles Reynolds

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 31 day of May, 2001, by Richard Charles Reynolds.

Personally Known OR Produced Identification _____
Type of Identification Produced _____

Anthony J. Gargano
Notary Public
Anthony J. Gargano
Printed Name

My commission expires

ANTHONY J. GARGANO
Notary Public, State of Florida
My comm. exp. Nov. 11, 2002
Comm. No. CC789970

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the corporation is **Neptune's of Boston, Inc.**
2. The name of its registered agent is **Richard Charles Reynolds.**
3. The address of the registered agent and office is **3057 Cleveland Avenue, Fort Myers, FL 33901.**

Richard Charles Reynolds

Richard Charles Reynolds, Incorporator

Date: May 31, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR NEPTUNE'S OF BOSTON, INC., AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Richard Charles Reynolds

Richard Charles Reynolds, as Registered Agent

Date: May 31, 2001