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TRANSMITTAL LETTER

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

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-11/26/01--01057--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Seafood Heavens, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Michael N. Kavouklis, Esquire

Name (Printed or typed)

115 South Newport Avenue

Address

Tampa, FL 33606

City, State & Zip

(813) 254-7770

Daytime Telephone number

Fax (813) 254-7787

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 NOV 26 PM 3:47

FILED

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

D. WHITE NOV 28 2001

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**ARTICLES OF INCORPORATION  
OF  
Seafood Heavens, Inc.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, action as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.  
Name**

The name of the Corporation is Seafood Heavens, Inc.

**II.  
Term of Existence**

The date when corporate existence will commence is December 1, 2001, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

**III.  
Principal Office**

The principal office of the Corporation is 701 N. Pinellas Avenue, Tarpon Springs, FL 34689.

**IV.  
Capital Stock**

The Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

**V.  
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 707 Eunice Drive, Tarpon Springs, FL 34689, and the name of its initial registered agent at such address is Thelma Tagaropoulos.

**VI.  
Directors**

The Corporation will have 3 directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 but no more than 5 directors. The names and

addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Costa Tagaropoulos	707 Eunice Drive Tarpon Springs, FL 34689
Thelma Tagaropoulos	707 Eunice Drive Tarpon Springs, FL 34689
Freida Tagaropoulos	1503 Tallahassee Drive Tarpon Springs, FL 34689

**VII.**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Michael N. Kavouklis, Esquire	115 South Newport Avenue Tampa, FL 33606

**VIII.**  
**Preemptive Rights**

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his other preemptive rights by affirmative written notice of waiver within 30 days of receipt of notice of the Corporation's issuance of shares.

**IX.**  
**Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the

act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**X.**  
**Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**XI.**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

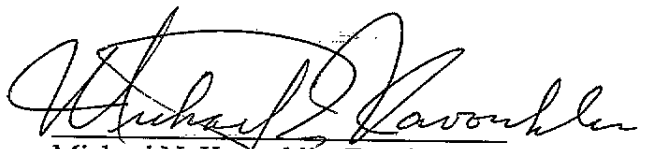
**XII.**  
**Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XIII.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on November 20, 2001.

  
Michael N. Kavouklis, Esquire  
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Seafood Heavens, Inc. desiring to organize or qualify under the laws of the State of Florida, has named Thelma Tagaropoulos, as its agent to accept service of process within Florida.

Dated: November 20, 2001.

By Michael N. Kavouklis  
Michael N. Kavouklis, Esquire  
Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

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 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.

Dated: November 20, 2001.

By Thelma Tagaropoulos  
Thelma Tagaropoulos  
Registered Agent

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TALLAHASSEE FLORIDA