

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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The Fish Guys Inc

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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Art of Inc. File	_____
LTD Partnership File	_____
Foreign Corp. File	_____
L.C. File	_____
Fictitious Name File	_____
Trade/Service Mark	_____
Merger File	_____
Art. of Amend. File	_____
RA Resignation	_____
Dissolution / Withdrawal	_____
Annual Report / Reinstatement	_____
✓ Cert. Copy	_____
Photo Copy	_____
Certificate of Good Standing	_____
Certificate of Status	_____
Certificate of Fictitious Name	_____
Corp Record Search	_____
Officer Search	_____
Fictitious Search	_____
Fictitious Owner Search	_____
Vehicle Search	_____
Driving Record	_____
UCC 1 or 3 File	_____
UCC 11 Search	_____
UCC 11 Retrieval	022002
Courier	_____

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TALLAHASSEE FLORIDA

Signature \_\_\_\_\_

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Name \_\_\_\_\_

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ARTICLES OF INCORPORATION

OF

THE FISH GUYS, INC.

ARTICLE I

NAME

The name of this corporation is: THE FISH GUYS, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

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STATE OF FLORIDA  
TALLAHASSEE

It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

#### ARTICLE IV

##### CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 100 shares, all of which shall be common shares with no par value.

#### ARTICLE V

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase their pro rata share(as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial corporate office of this corporation is: 5940 N.W. 65th Court, Parkland, Florida 33067. The registered office of this corporation is: 5940 N.W. 65th Court, Parkland, Florida 33067.

The name of the initial registered agent of this corporation at that address is: IVY GENTILE.

#### ARTICLE VII

##### DIRECTORS

This corporation shall initially have two (2) directors.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The name and address of the initial directors of this corporation are:

IVY GENTILE	FRANK PETOSA
5940 N.W. 65th Court	5940 N.W. 65th Court
Parkland, Florida 33067	Parkland, Florida 33067

#### ARTICLE VIII

##### OFFICERS

The initial officer of the corporation shall be:

IVY GENTILE	-	President
FRANK PETOSA	-	Vice President

#### ARTICLE IX

##### INCORPORATOR

The name and address of the incorporator is:

IVY GENTILE  
5940 N.W. 65th Court  
Parkland, Florida 33067

#### ARTICLE X

The address of the corporation shall be:

5940 N.W. 65th Court  
Parkland, Florida 33067

#### ARTICLE XI

##### COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on:

Upon receipt by the Secretary of State.

#### ARTICLE XII

##### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, to any

amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 18<sup>th</sup> day of SEPTEMBER, A.D., 2002.

Ivy Gentile  
INCORPORATOR  
IVY GENTILE

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 18<sup>th</sup> day of SEPTEMBER, A.D., 2002, before me, a Notary Public for the State of Florida the undersigned officer personally appeared IVY GENTILE, known to me to be the person whose name is subscribed to in the within instrument, and acknowledges he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Signature]  
Notary Public

My Commission Expires:



Michelle M Schechner  
My Commission DD039310  
Expires July 04, 2005

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete

discharge of its duties.

Dated this 18<sup>th</sup> day of SEPTEMBER, 2002.

Ivy Gentile

Registered Agent  
IVY GENTILE