

CAPITAL CONNECTION 850 222 1222 01/17 '03 10:05 NO.539 178

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FLORIDA PROFIT CORPORATION OR P.A.

LA FONDA SEAFOOD, INC.

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ARTICLES OF INCORPORATION

OF

STATE
TALLAHASSEE FLORIDA

LA FONDA SEAFOOD, Inc.

ARTICLE 1.NAME: The name of the Corporation is La Fonda Seafood, Inc.

ARTICLE 2.DURATION: The duration of the corporation shall be perpetual.

ARTICLE 3.PURPOSE: The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE 4.AUTHORIZED STOCK: The corporation is authorized to issue One Thousand Shares (1,000 shares) of One Cent (\$.01) par value common stock.

ARTICLE 5.INITIAL REGISTERED AGENT: The name of the initial registered agent of the corporation is George R. James, Esq., the street address of the initial registered office of the corporation for service of process shall be 4230 S. MacDill Ave., Suite K, Tampa, FL 33611.

ARTICLE 6.INITIAL BOARD OF DIRECTORS: The corporation initially shall have one director. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The names and addresses of the initial directors are:

NAME

ADDRESS

Mr. Adrian A. Vela

4101 S. MacDill Ave.
Tampa, FL 33611

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ARTICLE 7. INCORPORATORS: The names and addresses of each incorporator of the corporation are:

NAME

ADDRESS

Mr. Adrian A. Vela

4101 S. MacDill Ave.
Tampa, FL 33611

ARTICLE 8. PRINCIPAL OFFICE ADDRESS: The initial principal office address of the corporation is 4101 S. MacDill Ave., Tampa, FL 33611 and the mailing address of the corporation shall be 4101 S. MacDill Ave., Tampa FL 33611. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE 9. BY LAWS: The initial bylaws of the corporation shall be adopted by the board of directors at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE 10. POWERS: The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE 11. AMENDMENT OF ARTICLES: The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE 12. COMMENCEMENT OF CORPORATE EXISTENCE: The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 Day of January, 2003.


Mr. Adrian A. Vela

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NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501(3), Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for La Fonda Seafood, Inc., a Florida Corporation, and hereby states that said party is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 16th day of January, 2003.

BY:

George R. James
George R. James, Esq.

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