

**P0300004191S**

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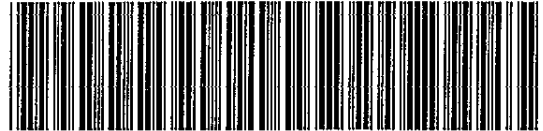
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

941

**ALBERT J. STOPKA, III, P.A.**

ATTORNEY AT LAW  
P. O. Box 300  
108 MOSLEY DRIVE  
LYNN HAVEN, FL 32444

TELEPHONE: (850) 785-6600

FACSIMILE: (850) 872-9158

April 8, 2003

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Shell Island Cafe, Inc.  
Our File No. 688.1

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with our firm's check in the amount of \$78.75 for payment of the following costs:

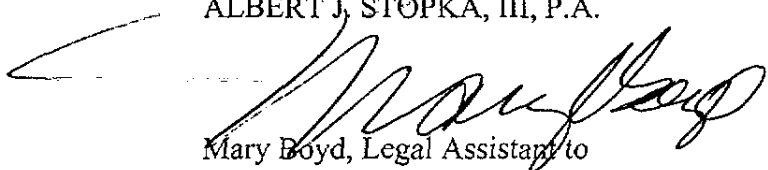
Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$ 8.75

Please file these Articles upon receipt and return a certified copy to our office.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to give me a call.

Sincerely,

ALBERT J. STOPKA, III, P.A.



Mary Boyd, Legal Assistant to  
Albert J. Stopka, III

mb  
Enclosure(s)

ARTICLES OF INCORPORATION  
OF  
SHELL ISLAND CAFE, INC.

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is SHELL ISLAND CAFE, INC. the street address of the initial principal office is 117 Nautical Way, Panama City Beach, Florida 32413, and its mailing address is 117 Nautical Way, Panama City Beach, Florida 32413.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares".

ARTICLE IV - REGISTERED AGENT AND OFFICE ADDRESS

The name of the initial registered agent is Dale Colby whose street address is 117 Nautical Way, Panama City Beach, Florida 32413.

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TALLAHASSEE, FLORIDA

#### ARTICLE V - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business corporation.

#### ARTICLE VI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - INCORPORATOR

The name of the person signing these Articles is Dale Colby,  
whose address is 117 Nautical Way, Panama City Beach, Florida  
32413.

ARTICLE IX - INITIAL OFFICERS

The initial officers of the corporation and their addresses  
are as follows:

Dale Colby  
117 Nautical Way  
Panama City Beach, FL 32413

President

Mary Ann Colby  
117 Nautical Way  
Panama City Beach, FL 32413

Secretary/Treasurer

IN WITNESS WHEREOF, the undersigned subscriber has executed  
these Articles of Incorporation this 8th day of April,  
2003.

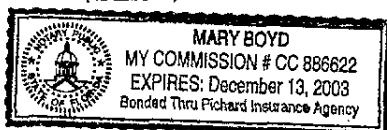
Dale Colby  
Dale Colby

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Incorporation of SHELL ISLAND  
CAFE, INC. was acknowledged before me this 8th day of April, 2003,  
by Dale Colby, who: (Notary must check applicable box)

- ☐ is personally known to me.  
☒ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification

(SEAL)



Mary Boyd  
MARY BOYD  
(Print Name)

Notary Public  
Commission # CC 886622  
My Commission Expires: 12-13-03

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

SHELL ISLAND CAFE, INC.

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Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 8th day of April, 2003.

Dale Colby  
Dale Colby  
Registered Agent

FILED  
03 APR 10 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA