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Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**To:**

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**From:**

Account Name : STEPHEN M. STONE, ESQ.  
Account Number : I19980000067  
Phone : (407)423-7910  
Fax Number : (407)423-8083

**FLORIDA PROFIT CORPORATION OR P.A.**

**GARY'S SEAFOOD MIAMI, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
GARY'S SEAFOOD MIAMI, INC.**

\*\*\*\*\*

In corporation with Chapter 607 and/or 621, Florida Statutes, the undersigned hereby states:

**ARTICLE I — NAME**

The name of this corporation is **GARY'S SEAFOOD MIAMI, INC.**

**ARTICLE II — PRINCIPAL OFFICE**

The principal place of business and mailing address is **1829 TALLOKAS AVENUE,  
ORLANDO, FL 32805.**

**ARTICLE III — DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE IV — PURPOSE**

This corporation is organized for the purpose of food processing and sale and transacting any other lawful business.

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**ARTICLE V — SHARES**

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

**ARTICLE VI — SHAREHOLDER RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII — REGISTERED AGENT**

The Florida street address of the registered agent of this corporation is 1829 TALLOKAS AVENUE, ORLANDO, FL 32805, and the name of the registered agent of this corporation at that address is MICHAEL G. REED.

**ARTICLE VIII — INITIAL DIRECTORS/OFFICERS**

The name(s), address(es) and title(s) of the initial Directors and/or officers of the corporation is:

NAME	ADDRESS	TITLE
MICHAEL G. REED	1829 TALLOKAS AVENUE ORLANDO, FL 32805	PRESIDENT
LORRAINE M. REED	1829 TALLOKAS AVENUE ORLANDO, FL 32805	VICE PRESIDENT

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### ARTICLE IX — INCORPORATOR

The name and address of the Incorporator signing these articles is:

1829 TALLOKAS AVENUE  
ORLANDO, FL 32805

### ARTICLE X—AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 12 day of September, 2003.

By: [Signature]  
Michael G. Reed, Incorporator

STATE OF FLORIDA:  
COUNTY OF Orange:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **MICHAEL G. REED**, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 12 day of September, 2003.

[Signature]  
NOTARY PUBLIC, State of Florida at Large

My commission expires:

Edward A. Kerbon  
MY COMMISSION # CC957747 EXPIRES  
September 19, 2004  
BONDED THROUGH FARM INSURANCE, INC.



Edward A. Kerbon  
MY COMMISSION # CC957747 EXPIRES  
September 19, 2004  
BONDED THROUGH FARM INSURANCE, INC.

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### **CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501, **GARY'S SEAFOOD MIAMI, INC.**, a corporation organized under the laws of the State of Florida, has designated the registered agent and office in the Articles of Incorporation herein, and submits the following statement of acceptance by the Registered Agent:

**HAVING BEEN NAMED AS REGISTERED AGENT AND DESIGNATED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND 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.**

DATE: September 12, 2003

By:   
Michael G. Reed, Registered Agent

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