

P03000105249

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BASIC AMENDMENT

MIKE'S DOWN UNDER, INC.

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Amended + Restated with N/C

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 20, 2003

MIKE'S DOWN UNDER, INC.
2405 HONEYBROOK CREEK DR.
MELBOURNE, FL 32935US

SUBJECT: MIKE'S DOWN UNDER, INC.
REF: P03000105249

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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Teresa Brown
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**MIKE'S DOWN UNDER, INC.
AMENDED & RESTATED
ARTICLES OF INCORPORATION**

These Amended and Restated Articles of Incorporation are made effective as of the 12th day of November, 2003.

RECITALS:

A. The Articles of Incorporation for Mike's Down Under, Inc. were filed on September 24, 2003, with the Florida Secretary of State; and

B. The President desires to amend and restate the Articles of Incorporation in their entirety; and

C. The Board of Directors and Shareholders of this Corporation, at a meeting of same on November 12, 2003, have unanimously approved and adopted the filing of the Amended and Restated Articles of Incorporation.

NOW THEREFORE, effective upon the filing of this instrument, the Articles of Incorporation are restated in its entirety to read as follows:

**ARTICLES OF INCORPORATION
OF
SEADRAGONS INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a corporation under the laws of the state of Florida.

**ARTICLE I
Name**

The name of this Corporation is SEADRAGONS INC.

**ARTICLE II
Term of Existence**

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

THIS INSTRUMENT PREPARED BY:
DALE A. DETTMER, ESQ.
304 S. Harbor City Boulevard, Suite 201
Melbourne, Florida 32901
(321) 723-5646
Florida Bar Number: 172988

ARTICLE III

Purpose

To engage in any activity or business lawful under the laws of the state of Florida or the United States of America.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) voting shares of One Dollar (\$1.00) par value, common stock and Ten Thousand (10,000) non-voting shares of One Dollar (\$1.00) par value, common stock.

This Corporation is not authorized to issue shares in series.

ARTICLE V

Pre-emptive 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 can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of this Corporation is 2405 Honeybrook Creek Drive, Melbourne, Florida 32935 and the name of the initial registered agent of this Corporation at that address is Michael Masloski. The initial address of the Corporation is 2405 Honeybrook Creek Drive, Melbourne, Florida 32935.

ARTICLE VII

Board of Directors

The initial Board of Directors shall consist of one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the person who shall serve as director until the first annual meeting of shareholders or until his successor shall have been elected and qualified is Michael Masloski.

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ARTICLE VIII
Cumulative Voting

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

ARTICLE IX
Incorporator

The name and address of the initial incorporator is Michael Masloski.

ARTICLE X
Amendment to Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

ARTICLE XI
Acceptance by Registered Agent

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Michael Masloski

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 12th day of November, 2003.



Michael Masloski, Incorporator (Seal)

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