

PO3000140516

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



100024770151

11/18/03--01030--006 **79.75

FILED
03 NOV 18 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-1-03
[Signature]

TRANSMITTAL LETTER

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

SUBJECT: D FINS SEAFOOD CO., INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certificate Copy

\$133.25
Filing Fee,
Certificate Copy &
Certificate

FROM:
GAIL DOWNING
2648 SW RIVERSHORE DRIVE
PORT ST. LUCIE, FL 34984

NOTE: Please provide the original and (1) copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **D FINS SEAFOOD CO., INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o GAIL DOWNING
2648 SW RIVERSHORE DRIVE
PORT ST. LUCIE, FL 34984

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares. The Par Value of each share of stock is \$1.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

GAIL DOWNING
2648 SW RIVERSHORE DRIVE
PORT ST. LUCIE, FL 34984

ARTICLE V - INCORPORATOR(S)

The name and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

GAIL DOWNING
2648 SW RIVERSHORE DRIVE
PORT ST. LUCIE, FL 34984

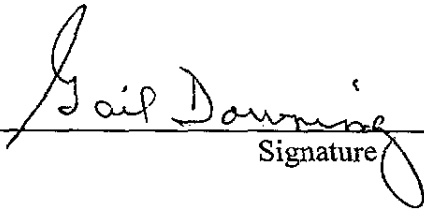
03 NOV 18 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE VI - SMALL BUSINESS CORPORATION

The corporation elects to be treated as a small business corporation under section 1244 of the Internal Revenue Service Code.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 7th day of November 2003.



Signature

ARTICLES OF INCORPORATION FILING FEE - \$35.00

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

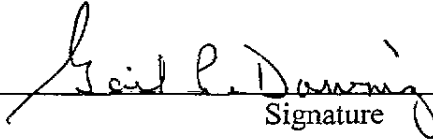
*PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.*

1. The name of the corporation is: **D FINS SEAFOOD CO., INC..**
2. The name and address of the registered agent and office is:

GAIL DOWNING
2648 SW RIVERSHORE DRIVE
PORT ST. LUCIE, FL 34984

FILED
03 NOV 18 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



Signature

11/07/03

Date

ADDENDUM TO THE ARTICLES OF INCORPORATION

FILED

ARTICLE VII

03 NOV 18 PM 12:51

NATURE OF THE BUSINESS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The nature of the business and the objectives and purposes to be transacted, promoted and carried on are to do any and all of the acts herein mentioned as fully and to the same extent as natural persons could or might do, and in any part of the world is.:

1. To engage in a business for the purpose of engaging in any lawful act or activity for which corporations may be organized under the General Corporation laws of the State of Florida.
2. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey lease or otherwise dispose of real or personal property, including franchises, patents, copyrights, trademarks, and licenses, in the state of Florida and in all other states and countries.
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and to execute such mortgages, transfers of corporate property or other instruments to secure the payment of such corporate indebtedness.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize and in any manner dispose of the rights and property acquired.
5. To cause to be formed, to promote and to aid in any other way the formation of any corporation, domestic or foreign.
6. To purchase, own, and to hold the stock of other corporations and every act and thing covered generally by the denomination "holding corporation" and especially to direct the operations of other corporations through the ownership of stock therein; to purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, create security interests in, pledge or otherwise dispose of shares or voting trust certificates for share of the capital stock or any bonds, notes, securities, or other evidences of indebtedness created by an other corporation or corporations under the State of Florida or any other state, district, county, nation or government and also bonds or evidences of indebtedness of the government of the United States, any state, district, territory, dependency, country, subdivision, or municipality thereof; to issue in exchange thereof shares of the capital stock, bonds, notes or other obligations of the corporation and while the owner thereof to exercise all the rights, powers, and privileges of ownership including the right to vote, on any shares of stock or voting stock or voting trust certificates so owned; to promote, lend money to and guarantee the dividends, stocks, bonds, notes, evidences of indebtedness on the property of this corporation or of any corporation with which this corporation may issue in exchange therefore the stock, bonds, or other obligations of the corporation.
7. To act as agent, (other than fiscal or transfer,) attorney-in-fact, factor or broker, ;on commission ;or ;otherwise, for individuals, co-partnerships, joint stock associations or corporations, foreign or domestic, including governmental authorities, to aid and assist, promote, and conserve the interest of, and afford facilities for convenient transaction of business by it's principals and patrons in all parts of the world.
8. To guarantee the payment of dividends or interest on any shares, stock, debentures or other securities issued by, or any other contract or obligation of, any corporation described aforesaid, whenever proper

or necessary for the business of the corporation, and provided the required authority be first obtained for that purpose, and always subject to the limitations herein prescribed.

9. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of any similar nature, with any person, corporation, private, public or municipal body, politic or government of the United States or any state, territory or possession thereof, or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the General Corporation Law of the State of Florida.

10. To carry out any one or more of the purposes and objects herein enumerated as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any person, partnership, association or corporation.

11. To carry out its operation and conduct business in any state, in the District of Columbia and in any territory, dependency, or possession of the United States and in any foreign country.

12. To do any and all things herein set forth, and in addition such other acts and things as are necessary or convenient to the attainment of the purposes of this corporation, or any of them to the same extent as natural persons lawfully might do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the General Corporation Laws of the State of Florida.

13. To such an extent as a corporation organized under the General Corporation law of the State of Florida may now or hereafter lawfully do, either as principal or agent and either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient or proper for or in connection with or incident to the accomplishment of any of the purposes or the attainment of any one or more of the objectives herein enumerated or designed directly or indirectly to promote the interests of the corporation or to enhance the value of its properties: and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the General Corporation Laws of the State of Florida or under any act amendable thereto or supplemental thereto or substituted therefore.

14. Disbursements of any funds or transfer of any assets of the corporations shall require two signatures of authorized officers of the corporation one of which must also be a director.

15. The foregoing clauses shall be construed as and shall be powers, as well as purposes, and the matters expressly provided, be in no way limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes: and the enumeration of specific powers of this corporation: nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. The enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privilege granted or conferred by the General Corporation Laws of the State of Florida, now or hereafter in force: provided, however, that nothing herein contained shall be deemed to authorize or permit this corporation formed under that statute may not at the time lawfully carry on or do.

ARTICLE VIII CAPITAL STOCK

Upon incorporation, five hundred fifty shares (550) shall be distributed as follows:
GAIL DOWNING – 275 Shares
JAMES DOWNING – 275 Shares

**ARTICLE IX
PREMPTIVE RIGHTS**

All shareholders of the corporation shall be vested with full preemptive rights. At all times during the existence of this Corporation shall have and be given the right of first refusal to purchase stock of the Corporation at such time as an existing shareholder declares the intention to sell those shares held by him. Upon refusal of the corporation to exercise its right to purchase, the preemptive rights of all other stockholders shall be exercised. The Corporation has no power to issue or sell those shares of stock to more than 35 shareholders. Shares offered for sale or transfer after 35 shareholders exist must be purchased by existing shareholders or redeemed by the Corporation. The above restrictions must be noted on individual share certificates.

**ARTICLE X
PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office of this corporation is

c/o GAIL DOWNING
2648 SW RIVERSHORE DRIVE
PORT ST. LUCIE, FL 34984

**ARTICLE XI
INITIAL BOARD OF DIRECTORS**

The Board of Directors shall consist of one or more members. The names and addresses of the initial Board of Directors is:

GAIL DOWNING
2648 SW RIVERSHORE DRIVE
PORT ST. LUCIE, FL 34984

INCORPORATORS

The names and addresses of the Incorporators are:

GAIL DOWNING
2648 SW RIVERSHORE DRIVE
PORT ST. LUCIE, FL 34984

**ARTICLE XII
INDEMNIFICATION**

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

**ARTICLE XIII
CONFLICT OF INTEREST**

No contract or other transaction between this corporation and any other corporation and no other act of this corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the officers, stockholders or directors of this corporation have a pecuniary or other interest in, or is a stockholder, director or officer of, such other corporation. Any officer, stockholder or director of this corporation shall have

a pecuniary or other interest in, or is a stockholder, director or officer of, such other corporations. Any officer, stockholder or director of this corporation individually or any firm or association of which any officer, stockholder or director may be a member, may be a party to or may have a pecuniary or other interest in any contract or transaction of this corporation provided that the fact that his interest or connection with the interested firm or association shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof who shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken. Any director of this corporation who is also a director or officer of such other corporation or who is interested may vote at any meeting of the Board of Directors which shall authorize any such contract of transaction and that vote will have the same force as is he were not a director or officer of such other corporation and is not so interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

ARTICLE XIV AMENDMENTS

These articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors proposed by them to the Stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE XV LOST OR DESTROYED STOCK CERTIFICATES

Stock certificates which replace lost or destroyed certificates shall be issued only in accordance with the by-laws of this corporation and the Laws of the State of Florida.

ARTICLE XVI ACCOUNTS

This corporation shall have further right and power to, from time to time, determine whether and to what extent and at what times and places and under what conditions and regulation the accounts and books of this corporation (other than stock books) or any of them, shall be open to inspection: and no other stockholders shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

ARTICLE XVII POWERS OF THE BOARD OF DIRECTORS

For the regulation of the business and for the conduct of the affairs of the corporation, to create, divide, limit and regulate the powers of the corporation, the directors and the shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of directors of the corporation, except as the shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.

(b) All corporate powers, including the sale, mortgage, hypothesized and pledge of the whole or any part of the corporate property shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(c) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or pensions of the employees, the agents, the officers and directors, all or each of them, in such sum and force and amount as may seem reasonable in and by their discretion.

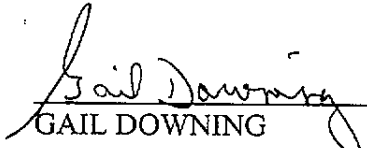
(d) Any one or more or all of the directors may be removed, either with or without cause, at any time by the vote of the shareholders holding a majority of the stock entitled to vote of the corporation at any special meeting, and thereupon the terms of each director or directors who shall be a vacancy or vacancies in the Board of Director, to be filled as provided by the by-laws.

(e) Any officers of the corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.

(f) Subject always to by-laws made by the Shareholders, the Board of Directors may make by-laws and from time to time alter, amend or repeal any by-laws, but any by-laws made by the Board of Directors may be altered or repealed by the Shareholder.

(g) The corporation may in its By Laws confer powers upon its Board of Directors, or officers, in addition to the foregoing and, in addition to the powers authorized and expressly conferred by statute.

I THE UNDERSIGNED, being each and all of the principal subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to business both within and without the State of Florida, do hereby make, subscribe, and acknowledge and file the Certificate, hereby declaring and certifying that the facts herein stated are true and, according, have hereunto set my hand and seal this 7th day of November 2003.


GAIL DOWNING