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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PANAMA BILL'S, INC.**

ARTICLE I: NAME

The name of the corporation is: Panama Bill's, Inc.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to do all things which natural persons might lawfully do in the premises as follows: seafood restaurant, related services and any other lawful purpose.

ARTICLE III: CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock with a par value of ONE DOLLAR (\$1.00) for each share.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin doing business is ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VI: ADDRESS

The initial post office address of this corporation in the State of Florida is: c/o John W. Beck, 1085 NE 203rd Lane, North Miami Beach, Florida 33179.

ARTICLE VII: DIRECTORS

This corporation shall not have less than one (1) Director initially. The number of Directors may be increased from time to time as the Stockholder(s) desire, in accordance with the by-laws hereof, but at no time shall there be a number less than one.

ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the first Board of Directors and Officers of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>	<u>OFFICE</u>
John W. Beck	1085 NE 203 rd Lane North Miami Beach, Florida 33179	Director	President

ARTICLE IX: SUBSCRIBERS

The names and post office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid therefor are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>AMOUNT PAID</u>
John W. Beck	1085 NE 203 rd Lane North Miami Beach, Florida 33179	100	\$100.00

ARTICLE X: AMENDMENT

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.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 22 day of March, 2006.

X
John W. Beck



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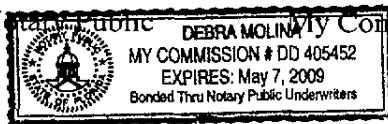
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA;
COUNTY OF MIAMI-DADE:

I hereby certify that on this day, before me, Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **John W. Beck** to me known to be the person described as Subscriber in and who executed the forgoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation. Witness my hand and official seal this 22 day of March, 2006.

Debra Molina



Commission expires: May 7, 2009

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST - that Panama Bill's, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of North Miami Beach, State of Florida, has named John W. Beck, located at 1085 NE 203rd Lane, North Miami Beach, Florida 33179, as its agent to accept service of process within Florida.

X

John W. Beck, President

March 22, 2006

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

X

John W. Beck, Registered Agent

March 22, 2006