

P95000027017

(((H95000003064))) PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W. FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000003064))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: J & L SEAFOOD, INC.

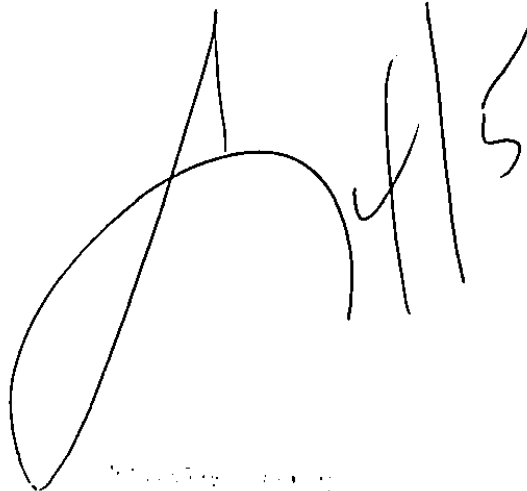
FAX AUDIT NUMMER: H95000003064 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/16/1995 TIME REQUESTED: 17:08:30
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000003064)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:10:

FILED
95 APR -5 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



95 APR -5 PM 12:58
GENERAL



FLORIDA DEPARTMENT OF STATE
Sandra H. Morham
Secretary of State

April 5, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: J.N. & L SEAFOOD, INC.
REF: W95000007310

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: E95000003064
Letter Number: 595A00015394

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

(4)

ARTICLES OF INCORPORATION OF

JOE & LAVONNE SEAFOOD, Inc.

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: JOE & LAVONNE SEAFOOD, Inc.

ARTICLE II PRINCIPAL OFFICE

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

715 Foster Road
Hallandale, FL 33009

ARTICLE III CAPITAL STOCK

The maximum number of stock that this corporation is authorized to have outstanding at any one time is 100 shares with no par value.

ARTICLE IV 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 may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by:

Ruby Seymour-Bair
3595 Sheridan St. #206
Hollywood, FL 33021
305-966-3310
FL Bar 396834

FILED
05 APR -5 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

495000003064

495000003064

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Joseph Knowles
608 N.W. 9th Street
Hallandale, FL 33009

ARTICLE VI INITIAL BOARD OF DIRECTORS

President/Treasure

Joseph Knowles
608 N.W. 9th Street, Hallandale, FL 33009

Vice President/Secretary

Nathan Mazyck
2422 Rodman Street, Hollywood, FL 33020

ARTICLE VII RESTRICTIONS AGAINST VIOLATION OF S STATUS

The Corporation shall elect to be taxed as an S Corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock (voting or non-voting common).

No Stockholder shall do any act (including the sale of transfer of such Stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as an S Corporation.

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Joseph Knowles
608 N.W. 9th Street
Hallandale, FL 33009

The undersigned has executed these Articles of Incorporation this 5 day of April, 1995.


Signature/Title

1904922-0000

1904922-0000

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 608 N.W. 9th Street, Hallandale, Fl. 33009 and the name of the initial registered agent of this Corporation at that address is Joseph Knowles.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR JOH & LAVONNE SEAFOOD, INC., AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THIS PROMISE AND COMPLETE PERFORMANCE OF MY DUTIES. I ACCEPT THE OBLIGATIONS PROVIDED FOR IN 607.325, FLORIDA STATUTES.

Joseph Knowles
Joseph Knowles, Registered Agent

Date: April 5, 1995

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY THAT on this day, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, Joseph Knowles, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and seal this 5 day of April

[Signature]
Notary Public,
State of Florida



WILSEY SEYMOUR CAMPBELL
My Commission Expires June 18, 1996
Commission No. JC118586

FILED
95 APR -5 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4900000000564

4900000000564

P95000027017

Quarter Number Only

9/28/95

PATRICIA A. GAINER-GADDIS

Requester's Name

300 SW 2 ST #1

Address

Ft. Lauderdale FL 33312

City

State

ZIP

Phone

527-6550

VALIDATION ONLY

95 SEP 2 11:43

500001580015
-09/29/95 - 01025 - 025
*0000015.00 ***4435.00

CORPORATION(S) NAME

JOE & LAVONNE SEAFOOD, INC.

FILED
95 OCT 19 PM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EMPIRE Toll Free: 1-800-432-3028

() Profit

() NonProfit

(X) Amendment

() Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent

() Certified Copy

() Photo Copies

() Certificate Under Seal

() Call When Ready

() Call If Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

() Mail Out

| |
|----------------|
| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

CR2E031 (R8-85)

NAME Change
& Amendment
10-19-95
DC



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

September 29, 1995

EMPIRE

SUBJECT: JOE & LAVONNE SEAFOOD, INC.
Ref. Number: P95000027017

We have received your document for JOE & LAVONNE SEAFOOD, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

PLEASE CLARIFY WHAT IS BEING AMENDED IN ARTICLE IV BOARD OF DIRECTORS. PLEASE STATE WHETHER THE OFFICERS TITLES ARE STILL THE SAME AS WHEN INCORPORATED AND IF THE TITLE DIRECTOR SHOULD BE DELETED FROM NATHAN MAZYCK ONLY.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 995A00044641

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
JOE & LAVONNE SEAFOOD, Inc.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed April 5, 1995, # P9500027017.

FILED
55 OCT 19 PM 0:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is JOE & LAVONNE SEAFOOD, Inc.

SECOND: The following amendment of the Article of Incorporation was adopted by the corporations:

Change of Name:

From: Joe & Lavonne Seafood, Inc.

To: Jo-Jo's Seafood, Inc.

THIRD: The following amendment of the Article of Incorporated was adopted by the corporation:

Change of Directors:

Nathan Mazyck is being deleted as a director/officer of the corporation. All other officers titles are still the same as when incorporated.

From: Vice President/Secretary Nathan Mazyck,
2422 Rodman Street
Hollywood, FL 33020

To: Board of Directors/President:

Joseph Knowles
608 N.W. 9th Street
Hallendale, FL 33709

The Corporation shall have one Director constituting the Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than three.

FOURTH: The amendment was adopted by the Board of Directors on the 15th day of June, 1995.

FIFTH: No stock has yet been issued in the corporation.

DATED: June 1, 1995

JO-JO'S SEAFOOD, Inc.

By: Joseph C. Knowles
Incorporator/Director