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n7/00/95 --01047--003 ++++122.50 --+++122.50 (City, State, Zip) CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Document #) (Document #) (Corporation Name) (Document #) Walk in Pick up time Certified Copy Mail out Will wait Photocopy Certificate of Status **NEW FILINGS AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Dissolution/Withdrawal Domestication Other Merger REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement

Examiner's Initials

Trademark

Other

CR2E031(10/92)

FILED

ARTICLES OF INCORPORATION

95 JUL -3 PH 12: 03

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

RUDY'S SEAFOOD/MARKET CO.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Place of Business

The name of the corporation is RUDY'S SEAFOOD/MARKET CO.

The corporation's initial principal place of business shall be 10911 Biscayne Boulevard, Miami, Florida 33168.

Article II

<u>Duration</u> and Existence

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This corporation shall exist perpetually. The existance of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Mailing Address

The initial mailing address of the corporation is 10911 Biscayne Boulevard, Miami, Florida 33168.

Article V

Capital Stock

(a) <u>Authorized Capital</u>. The maximum number of shares of stock which this corporation is authorized to have outstanding at

an, one time is ONE THOUSAND (1,000) shares of common stock each having \$1.00 par value.

- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) <u>Cumulative Voting</u>. Cumulative voting shall not be permitted.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 519 N.E. 118th Street, Miami, Florida 33161, and the name of the initial registered agent of this corporation at that address is RUDY A. LOPEZ.

Article VII

Directors

- (a) <u>Number</u>. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- (b) <u>Initial Directors</u>. The names and street addresses of the members of the first board of directors of the corporation are:

Name

Street Address

RUDY A. LOPEZ

519 N.E. 118th Street, Miami, Florida 33161

(c) <u>Compensation</u>. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII

Indemnification

The Corporation shall indemnify to the full extent permitted under and in accordance with the laws of the State of Florida any person made or threatened to be made a party to an action, suit or

proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his heirs, executors and assigns is or was a director, officer, employee or agent of the Corporation or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Articlo IX

Dylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X

Incorporator

The name and street address of the incorporator of this corporation are:

RUDY A. LOPEZ, 519 N.E. 118th Street Miami, Florida 33161

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Article XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on June 30, 1995.

RUDY A. LOPEZ

STATE OF FLORIDA) COUNTY OF DADE)	
The foregoing instruments of the foregoing instruments of the second of	Notary Public, State of Florida at Large Name: Notary Public, State Selgabo Name: Name: Network Public Name: Name: Network Public Notary Public Name: Name: Name: Notary Public Name: Notary Public Notar

My Commission Expires:



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 Statutus, the following is submitted:

RUDY'S SEAFOOD/MARKET CO. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, Stata of Florida, has named RUDY A. LOPEZ, ocated at 519 N.E. 118th Street, Miami, Florida 33161, as its agent to accept service of process within Florida.

RUDY A. LOPEZ/ Incorporator

Dated: June 30, 1995

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

RUDY A. LOPEZ, Registered Agent

Dated: June 30, 1995

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