

SENT BY CARLTON FIELDS ST. PETERSBURG DIV OF CORPORATIONS

**H95000060211**

8/03 13 PM

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: CARLTON, FIELDS OF ST. PETERSBURG  
1 PROGRESS PLAZA, BARNETT TOWER  
SUITE 2300  
ST. PETERSBURG FL 33701-0000  
CONTACT: ANNE V KELLIS  
PHONE: (813) 821-7000  
FAX: (813) 822-3768

NAME: MAJIC FISH COMPANY, INC.  
FAX AUDIT NUMBER: H95000008547  
DATE REQUESTED: 08/03/1998  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 9  
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 15:13:34  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 075364003002

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.

ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Menu: <Ctrl R-Shift>

pcANYWHERE Online

FILED  
08 AUG -3 PM 13 23  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
CORPORATIONS  
PH 13 03

SENT BY: CARLTON FIELDS  
#1195000008547

: 8- 3-95 : 3:38PM :

ST. PETE+ DIV OF CORPORATIONS: 2

**ARTICLES OF INCORPORATION**

**OF**

**MAJIC FISH COMPANY, INC.**

FILED  
95 AUG -3 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I - NAME**

The name of the Corporation shall be MAJIC FISH COMPANY, INC.

**ARTICLE II - PURPOSE AND POWERS**

**Section 1.** The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

**Section 2.** The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

This instrument prepared by:  
Amy E. Lettelleir, Florida Bar No. 0046388  
Carlton, Fields, Ward, Emmanuel  
Smith & Cutler, P.A.  
Barnett Tower, 20th Floor  
200 Central Avenue  
St. Petersburg, Florida 33701  
Phone (813) 821-7000  
Fax (813) 822-3788

2/19/95.1

#E195000008547

**ARTICLE III - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION**

The principal office of the Corporation shall be 4135 Dr. Martin Luther King Boulevard, Ft. Myers, Florida 33916.

**ARTICLE V - MAILING ADDRESS OF CORPORATION**

The mailing address of the Corporation shall be 4135 Dr. Martin Luther King Boulevard, Ft. Myers, Florida 33916.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

Section 1. The street address of the initial registered office of the Corporation shall be Barnett Tower, 20th Floor, 200 Central Avenue, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be AMY E. LETTELLEIR.

**ARTICLE VII - CAPITAL STOCK**

The authorized capital stock of the Corporation shall be 7,500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE VIII - BOARD OF DIRECTORS**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The Initial Board of Directors of the Corporation shall consist of one (1) Director whose name and address is as follows:

| <u>Name</u>      | <u>Address</u>  |
|------------------|---|
| ANDREW C. STEELE | 4132 Dr. Martin Luther King Boulevard<br>Ft. Myers, Florida 33918 |

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

**ARTICLE IX - BYLAWS**

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

#### ARTICLE X - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder,

whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

**ARTICLE XI - INCORPORATOR**

The name and address of the incorporator is:

| <u>Name</u>       | <u>Address</u>  |
|-------------------|---|
| AMY E. LETTELLEIR | Barnett Tower, 20th Floor,<br>200 Central Avenue,<br>St. Petersburg, FL 33701 |

**ARTICLE XII - ELECTIONS REGARDING  
CERTAIN PROVISIONS OF THE FLORIDA STATUTES**

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

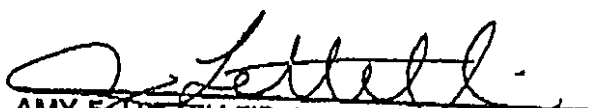
Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

SENT BY: CARLTON FIELDS  
#H95000008547

: \*\* 3-95 : 3:30PM :

ST. PETE- DIV OF CORPORATIONS: # 0

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws  
of the State of Florida, the undersigned executed these Articles of Incorporation on  
this 3rd day of August, 1995.

  
AMY E. LESTELLE, Incorporator

8/26/95.1

#H95000008547

---



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

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

- 1. The name of the Corporation is: **MAJIC FISH COMPANY, INC.**
- 2. The name and address of the registered agent and office is: **AMY E. LETTELLEIR  
Barnett Tower, 20th Floor,  
200 Central Avenue  
St. Petersburg, FL 33701**

SIGNATURE:   
AMY E. LETTELLEIR

TITLE: Incorporator

DATE: August 3, 1995

95 AUG 3 1995  
TALLAHASSEE  
SECRET

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:   
AMY E. LETTELLEIR

DATE: August 3, 1995

SENT BY:

10-17-95 : 9:56AM

CARLTON FIELDS

# 1 / 2

995000060211

10/17/95

8:34 AM

((H95000011587))

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: CARLTON, FIELDS OF ST. PETERSBURG  
1 PROGRESS PLAZA, BARNETT TOWER  
SUITE 2300  
ST. PETERSBURG FL 33701-0000

CONTACT: ANNE V ELLIS  
PHONE: (813) 821-7000  
FAX: (813) 823-3768

((H95000011587))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: MAJIC FISH COMPANY, INC.  
FAX AUDIT NUMBER: H95000011587  
DATE REQUESTED: 10/17/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 2  
ESTIMATED CHARGE: \$87.50

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 08:34:10  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 075364003002

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.

((H95000011587))

\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Menu: <Ctrl R-Shift>

pcANYWHERE Online

FILED  
95 OCT 17 11:05:57

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MAJIC FISH COMPANY, INC.

FILED  
95 OCT 17 AM 10:57

1. Pursuant to Section 607.1006 of the Florida Statutes, Article I of the Articles of Incorporation of MAJIC FISH COMPANY, INC. (the "Corporation") is hereby amended to read in its entirety as follows:

"ARTICLE I - NAME

The name of the Corporation shall be MAJIK FISH COMPANY OF FT. MYERS, INC."

2. As hereby amended, the Articles of Incorporation of the Corporation are hereby ratified and affirmed.

3. The foregoing Articles of Amendment (the "Amendment") were adopted with the consent of the sole member of the Board of Directors and the sole Shareholder of the Corporation in accordance with Sections 607.0704 and 607.0821, Florida Statutes, on the 11th day of October, 1995.

4. The only voting group entitled to vote separately on the Amendment is the sole common shareholder of the Corporation, and the number of votes cast for the Amendment by such sole common shareholder was sufficient for the approval of the Amendment by that voting group.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment this 11th day of October, 1995.

  
ANDREW C. STEELE, President

This instrument prepared by:  
David R. Punzak, Florida Bar No. 0473170  
Carlton, Fields, Ward, Emmanuel  
Smith & Cutler, P.A.  
Barnett Tower, 20th Floor  
200 Central Avenue  
St. Petersburg, Florida 33701  
Phone (813) 821-7000  
Fax (813) 822-3768

SM99433.1