

P96000027/29

ADAMS, ROTHSTEIN & SIEGEL

SIMON D. ROTHSTEIN
JOHN R. ADAMS (1989-1999)
A. H. ROTHSTEIN (1908-1985)
EDWARD SIEGEL (RETIRED)

SUITE 104, BROWARD BUILDING
4417 BEACH BOULEVARD
JACKSONVILLE, FLORIDA 32207
PHONE (904) 398-1419

March 20, 1996

Office of the Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300001754763
-03/22/96--01086--014
*****70.00 *****70.00

Re: CAPTAIN BELL'S SEAFOOD OF JACKSONVILLE, INC.

Gentlemen:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation, together with the registered agent form and our \$70 check for the following costs:

Filing fee	\$35.00
Registered agent designation	<u>35.00</u>
TOTAL	\$70.00.

I trust you will find the documents in order and that you will furnish us with proof of filing.

Sincerely,



Simon D. Rothstein

SDR/lcw

enclosures

cc: Mr. William Chatten, CPA
Mr. and Mrs. Roland R. Bell
Mr. Lawrence Gentile III

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 22 AM 10:39

3/28/96

ARTICLES OF INCORPORATION

96 MAR 22 AM 10:39

OF

CAPTAIN BELL'S SEAFOOD OF JACKSONVILLE, INC.

We, the undersigned, do hereby associate ourselves in order to form a corporation for the purpose hereinafter stated and do hereby certify as follows:

ARTICLE I

The name of this corporation shall be and is hereby declared to be CAPTAIN BELL'S SEAFOOD OF JACKSONVILLE, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation, together with and in addition to those powers conferred by the Laws of Florida and the principles of common law upon corporations organized under and by virtue of the Laws of Florida, is the following:

All lawful business.

In furtherance, and not in limitation, of the general powers conferred by the Laws of the State of Florida and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, to-wit:

To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner whatsoever buy or dispose of real property within or without the State of Florida, wherever situated.

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens against, and to lease, sell, assign, exchange, transfer, or in any manner dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise

and property of any and every class and description both within Florida and out of Florida.

To enter into, make, perform contracts of every kind for any lawful purpose with any person, firm association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof.

To acquire the goodwill, rights of property of any person, firm or corporation, and the whole or any part of their assets, tangible or intangible, to pay for the said goodwill, rights, property, and assets in cash, the stock of this company, bonds, or otherwise, or by undertaking the whole or any part of the liabilities of the transferrer; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase, register, or in any manner to acquire and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, brands, or other rights, to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

Without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.

To have one or more offices, conduct its business and promote its objects within and without the State of Florida, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

In general to carry on any other business in connection therewith, whether manufacturing, contracting or otherwise, not

forbidden by the laws of the State of Florida, and with all powers conferred upon corporations by the laws of the State of Florida.

It is the intontion that each of the objects, purposes and powers spocified in each of the paragraphs of this second Article of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Article in these Articles of Incorporation, but that the objects, purposes and powers specified in this Article and in each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent subjects, purposes and powers, and shall not be construed to restrict in any manner the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

ARTICLE III

The amount of the total authorized capital stock which may be issued by the corporation is 100 shares of common stock of \$1.00 par value per share.

All or any part of said capital stock may be payable either in cash, property, labor or services at a just valuation to be fixed by the Board of Directors, and the judgment of such directors as to the value of such property, labor or services, shall, in the absence of fraud, be conclusive upon the stockholders and the parties dealing with the corporation. The capital stock may be issued and paid for at such time or times and upon such terms and conditions as the Board of Directors may determine and the amount

of the capital stock increased or decreased in the manner provided by law.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$500.00.

ARTICLE V

The existence of this corporation shall be perpetual and shall commence on the date of filing of these Articles of Incorporation.

ARTICLE VI

The name of the registered agent and the registered office of this corporation in the State of Florida are, respectively, Simon D. Rothstein, Esquire, 4417 Beach Boulevard, Suite 104, Jacksonville, Florida 32207.

ARTICLE VII

The number of directors of this corporation shall be not less than one.

ARTICLE VIII

The names and post office addresses of the Board of Directors and Officers who, subject to the provisions of these Articles of Incorporation and the Bylaws to be adopted shall hold office until their successors are elected and qualified are:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Roland R. Bell	President/Director	c/o Dan R. Fellows 2483 Bentrige Court Orange Park, FL 32065
Lawrence Gentile III	V-President/Treas./ Director	c/o Dan R. Fellows 2483 Bentrige Court Orange Park, FL 32065

Kathy L. Bell

Secretary/Director

c/o Dan R. Fellows
2483 Bentrige Court
Orange Park, FL 32065

ARTICLE IX

The names and post office addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock of this corporation which each agrees to take are as follows:


<u>NAME</u>	<u>NO. OF SHARES</u>	<u>ADDRESS</u>
Simon D. Rothstein	1	4417 Beach Boulevard Suite 104 Jacksonville, FL 32207

the proceeds of which will amount to at least \$500.00.

ARTICLE X

The post office address of the principal office of the corporation in Florida shall be c/o Dan R. Fellows, 2483 Bentrige Court, Orange Park, Florida 32065.

The undersigned, being all of the original subscribers to the capital stock of this corporation for the purpose of forming a corporation, in pursuance of the laws of the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares of stock hereinbefore set forth, and accordingly has hereunto set his hand and seal this 20th day of March, 1996.


SIMON D. ROTHSTEIN (SEAL)

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged to before me this 20th day of March, 1996 by Simon D. Rothstein, who is personally known to me.

Louise C. Welch
NOTARY PUBLIC, STATE OF FLORIDA

LOUISE C. WELCH
Notary Public, State of Florida
My comm. exp. May 9, 1998
Comm. No. CC 362702

(9/Captain.AOI)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAR 22 AM 10:39

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That CAPTAIN BELL'S SEAFOOD OF JACKSONVILLE, INC.,
desiring to organize under the laws of the State of Florida,
with its principal office, as indicated in the Articles of Incorporation at Orange Park, Clay County, Florida, has named
SIMON D. ROTHSTEIN, located at 4417 BEACH BOULEVARD,
SUITE 104, JACKSONVILLE, FL 32207, as its agent to accept
service of process within this state.

ACKNOWLEDGEMENT:

Having been named as registered agent and resident agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act, relative to keeping said office open.



SIMON D. ROTHSTEIN
Registered and Resident Agent