

P96000034508

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone  
904-222-1092

CORPORATION(S) NAME

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-04/19/96--01047--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Captain Tony's Key West, Inc.

FILED  
APR 19 11 34 AM '96  
STATE OF FLORIDA  
TALLAHASSEE

☒ Profit Articles

<input type="checkbox"/> NonProfit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
		<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> CUS/ G/S
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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4/19/96

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4/19/96

ARTICLES OF INCORPORATION  
OF  
CAPTAIN TONY'S KEY WEST, INC.

FILED

96 APR 19 PM 3:47

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I.  
NAME

The name of the corporation is Captain Tony's Key West, Inc. (the "Corporation").

ARTICLE II.  
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the Corporation's initial principal office and the mailing address of the Corporation is #104, 11266 West Hillsborough Avenue, Tampa, Florida 33635.

ARTICLE III.  
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV.  
CAPITAL STOCK

The aggregate number of shares that the Corporation is authorized to issue and have outstanding at any one time is:

1. 5,000 shares of Class A common stock (\$.001 par value per share).
2. 2,500 shares of Class B common stock (\$.001 par value per share).

Both series of common stock shall be of equal rank and have the same powers, preferences, and rights, and shall be subject to the same qualifications, limitations, and restrictions, without distinction between the shares of different series thereof; provided, however, that there shall be variations between the series of common stock as to voting rights as set forth below.

ARTICLE V.  
VOTING RIGHTS

As long as there is more than one class of stock issued and outstanding, the following voting rights shall attach to the shares of the respective classes:

1. Each holder of Class A common stock shall have one vote for each share of Class A common stock held of record on all matters submitted for shareholder approval. As long as there are shares of Class A common stock issued and outstanding, the number of directors elected to the board of directors by the holders of Class A common stock, voting as a class, shall be two. At each election for directors, the holders of shares of Class A common stock shall be entitled to cast votes using the cumulative method of voting for directors.

2. Each holder of Class B common stock shall have two votes for each share of Class B common stock held of record on all matters submitted for shareholder approval. As long as there are shares of Class B common stock issued and outstanding, the number of directors elected to the board of directors by the holders of Class B common stock, voting as a class, shall be two. At each election for directors, the holders of shares of Class B common stock shall be entitled to cast votes using the cumulative method of voting for directors.

3. A director may be removed only by a majority vote of the class entitled to elect that director.

4. Except as otherwise specifically required by law and/or provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the votes casted thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the Corporation upon its dissolution.

ARTICLE VI.  
PREEMPTIVE RIGHTS

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VII.  
AMENDMENTS TO BYLAWS

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII.  
BOARD OF DIRECTORS

The number of directors of the Corporation shall be four. The initial board of directors of the Corporation shall consist of four directors, who shall hold office until the first annual meeting of shareholders and until their successors shall have been elected and qualified, or until their earlier resignation, removal from office, or death. The names and addresses of such directors are as follows:

<u>Name</u>	<u>Address</u>
Anthony Tarracino	107 Key Haven Road Key West, Florida 33040
Martha Tarracino	107 Key Haven Road Key West, Florida 33040
Harry Fink	11266 W. Hillsborough Ave. #104 Tampa, Florida 33635
Sarah Sunshine Nusbaum	21531 Village Lakes Center Land O'Lakes, Florida 34639

ARTICLE IX.  
INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by the Florida Business Corporation Act, any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE X.  
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

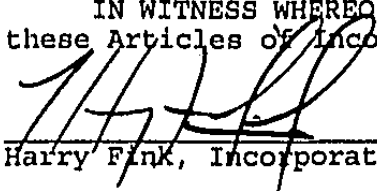
<u>Name</u>	<u>Address</u>
Harry Fink	11266 W. Hillsborough Ave. #104 Tampa, Florida 33635

ARTICLE XI.  
INCORPORATOR

The name and address of the person signing these Articles as incorporator are:

<u>Name</u>	<u>Address</u>
Harry Fink	11266 W. Hillsborough Ave. #104 Tampa, Florida 33635

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of April, 1996.

  
\_\_\_\_\_  
Harry Fink, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17th day of April, 1996, by Harry Fink, an individual, who has produced \_\_\_\_\_ as identification or is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC

Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

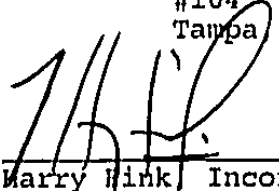
1. The name of the corporation is Captain Tony's Key West, Inc.
2. The name and address of the registered agent and office is:

Name

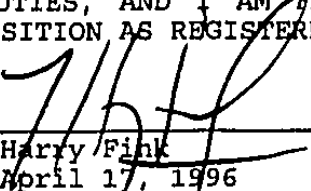
Harry Fink

Address

11266 W. Hillsborough Ave.  
#104  
Tampa Florida 33635

  
\_\_\_\_\_  
Harry Fink, Incorporator

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Harry Fink  
April 17, 1996

FILED  
96 APR 19 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000034508

SHUMAKER, LOOP & KENDRICK

ATTORNEYS AT LAW

BARNETT PLAZA - SUITE 2000

101 EAST KENNEDY BOULEVARD

TAMPA, FLORIDA 33602

(813) 229-7600

FAX (813) 229-1600

MAILING ADDRESS

POST OFFICE BOX 172609

TAMPA, FLORIDA 33612-0009

WRITER'S DIRECT DIAL NUMBER:

(813) 227-2263

July 15, 1996

TOLEDO OFFICE  
NORTH COURTHOUSE SQUARE  
1000 JACKSON  
TOLEDO, OHIO 43624-1873  
(419) 241-9000  
FAX (419) 241-6694

CHARLOTTE OFFICE  
227 WEST TRADE STREET  
SUITE 2100  
CHARLOTTE, NORTH CAROLINA 28202  
(704) 378-0087  
FAX (704) 332-1197

Florida Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-07/17/96--01082--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Captain Tony's Key West, Inc.  
Our File No. F73823/84653

Ladies and Gentlemen:

Enclosed for filing with your office are the Articles of Amendment to Articles of Incorporation for the above-referenced corporation, together with our firm's check in the amount of \$35.00. Please file stamp the enclosed Articles of Amendment and return them to me with evidence of your filing.

Sincerely,

*Amy Recchio*  
Amy W. Recchio  
Legal Assistant

AWR  
Enclosures

*Amend*  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 17 PM 4:00  
JUL 17 1996

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
CAPTAIN TONY'S KEY WEST, INC.

(Prior to the Issuance of Shares)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 17 PM 4:00

Pursuant to Sections 607.1005 and 607.1006 of the Florida Statutes, CAPTAIN TONY'S KEY WEST, INC., a corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), does hereby certify:

1. Corporate Name. The name of the Corporation set forth in its Articles of Incorporation is CAPTAIN TONY'S KEY WEST, INC.
2. Amendments Adopted. The amendments adopted provide for changes of the:  
(a) Corporation's principal office and mailing address; (b) Corporation's capital stock; and (c) voting rights of the holders of the Corporation's capital stock.
3. Text of Amendments. Articles II, IV and V are hereby amended by deleting such Articles and substituting the following new Articles II, IV and V which read as follows:

ARTICLE II.  
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the Corporation's principal office and the mailing address of the Corporation is 4 Kingfisher Lane, Key West, Florida 33040.

ARTICLE IV.  
CAPITAL STOCK

The aggregate number of shares that the Corporation is authorized to issue and have outstanding at any one time is 7,500 shares. All such shares shall be of a single class, designated as common.

ARTICLE V.  
VOTING RIGHTS

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these Articles of Incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the Corporation upon its dissolution. At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

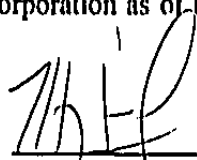


4. Adopting of Amendments. The foregoing amendments were adopted effective as of July 11, 1996, by unanimous written consent of the incorporator in lieu of a meeting of the incorporator of the Corporation pursuant to Sections 607.0205 and 607.1005, signed by the sole incorporator of the Corporation prior to the issuance of shares of any capital stock.

5. Non-Issuance of Shares. This amendment is made by the undersigned incorporator prior to the issuance of any shares of the Corporation.

6. Effective Date. The effective date of the amendments herein certified shall be the date of filing these Articles of Amendment to Articles of Incorporation with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has executed these Articles of Amendment to Articles of Incorporation as of the 11th day of July, 1996.

  
\_\_\_\_\_  
Harry Fink  
Incorporator

P96000034508

SHUMAKER, LOOP & KENDRICK

ATTORNEYS AT LAW

DANNETT PLAZA - SUITE 2800  
101 EAST KENNEDY BOULEVARD  
TAMPA, FLORIDA 33602

(813) 229-7800

FAX (813) 229-1050

MAILING ADDRESS  
POST OFFICE BOX 172809  
TAMPA, FLORIDA 33672-0809

WRITER'S DIRECT DIAL NUMBER:  
(813) 227-2263

CHARLOTTE OFFICE

227 WEST TRADE STREET  
SUITE 2100

CHARLOTTE, NORTH CAROLINA 28202  
(704) 378-0057  
FAX (704) 332-1197

TOLEDO OFFICE

NORTH COURTHOUSE SQUARE  
1000 JACKSON  
TOLEDO, OHIO 43624-1573  
(419) 241-9000  
FAX (419) 241-6094

August 27, 1996

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

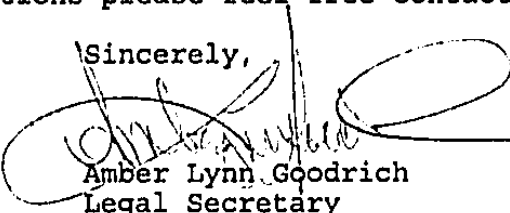
Re: Change of Reg. Agent - Captain Tony's Key West, Inc.  
Our File Number: 84653

Dear Sir/Madam:

Enclosed please find for filing a Statement of Change of Registered Office or Registered Agent or Both for Corporations with regard to the above-referenced matter, together with a check for the required filing fee of \$35.00.

If you have any questions please feel free contact me.

Sincerely,

  
Amber Lynn Goodrich  
Legal Secretary

/alg  
Enclosures

SH 9/5

FILED  
56 AUG 29 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Captain Tony's Key West, Inc.

1a. Date of Incorporation April 19, 1996 Document number 896000034508

2. The name and address of the current registered agent and office:

Harry Fink  
11266 West Hillsborough Avenue, #104, Tampa, Florida 33635

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

Albert L. Kelley  
926 Truman Avenue, Key West, Florida 33040

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE

(name and title)  
Harry Fink

DATE July, 1996

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

(Registered Agent)  
Albert L. Kelley

DATE July, 1996

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314