

Attorneys-At-Law

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April 17, 1996

Secretary of State Division of Corporations P.O. Box 6327 Tallahassoc, FL 32301 200001787802 -04/19/96--01069--018 -****70.00 *****70.00

Re: Incorporation/New England Seafood & Grill, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for New England Seafood & Grill, Inc. Also enclosed is My check in the amount of \$70.00 in payment of the filing fee.

Should these Articles be accepted, kindly forward the letter of acknowledgment to the undersigned.

Very truly yours,

Randall J. Marshall

RJM/sd enc.

54/24

ARTICLES OF INCORPORATION

OF

NEW ENGLAND SEAFOOD & GRILL, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE:

The name of the Corporation is NEW ENGLAND SEAFOOD & GRILL, INC.

ARTICLE TWO:

The duration of the corporation is perpetual with commencement at the time of filing these Articles.

ARTICLE THREE:

The general purposes for which the corporation is organized are:

- 1. To engage in any or all of the aspects of a seafood restaurant.
- 2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR:

The aggregate number of shares which the corporation is

MARSHALL & WRIGHT, P. A. ATTORNEYS-AT-LAW 301 N. VOLUSIA AVENUE ORANGE CITY, FL 32763 authorized to lause is one hundred (100). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share. All shares shall be common stock.

ARTICLE FIVE:

The street address of the initial registered office of the corporation is 2059 Rocky Hill Dr., Deltona, FL 32738, and the name of its initial registered agent at such address is CYNTHIA A. SULLIVAN. This address is also the address of the principal office and mailing address for the corporation. CYNTHIA A. SULLIVAN, by executing these ARTICLES states that she is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

ARTICLE SIX:

The number of directors constituting the initial board of directors of the corporation is two (2). The names and addresses of the persons who are to serve as members of the initial board are:

NAME

ADDRESS

Robert D. Sullivan, Jr.

2059 Rocky Hill Dr. Deltona, FL 32738

Cynthia A. Sullivan

2059 Rocky Hill Dr. Deltona, FL 32738

ARTICLE SEVEN:

The name and address of the incorporator is:

NAME

ADDRESS

Cynthia A. Sullivar.

2059 Rocky Hill Dr. Deltona, FL 32738

Executed by the undersigned at Orange City, Florida, on

MARSHALL & WRIGHT, P. A. ATTORNETS-AT-LAW 301 N. VOLUSIA AVENUE ORANGE CITY, FL 32763

the 11" day of April , 199	96.
	CYNTHIA A. SULLIVAN Incorporator/Registered Agent
STATE OF FLORIDA COUNTY OF VOLUSIA The foregoing instrument wa 1 day of April , 1996, by personally known to me or () who has identification.	a acknowledged before me this CYNTHIA A. SULLIVAN, (\() who is has produced
CO32864 MY COMMISSION HUMBER COMMISSION EXP. DEC. 9,1897	Notary signature Square () q very () q ve