

P96000076922

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED  
95 SEP 16 PM 3 22  
STATE OF FLORIDA  
TALLAHASSEE

500001947775  
-09/16/96--01031--028  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Crabs From Florida, Inc.

CALLED CT CORP.

AWARE OF SIMILAR NAME DM# 584358 (CRAB, INC.)

☒ Profit - Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Co.

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

9/16/96

96 SEP 15 AM 11:51  
DIVISION OF CORPORATION  
RECORDS

**ARTICLES OF INCORPORATION**  
**OF**  
**CRABS FROM FLORIDA, INC.**

Pursuant to Fla. Stat. 607.0202

FILED  
95 SEP 16 PM 3 22  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

**FIRST:** The corporate name for the corporation that satisfies the requirements of Fla. Stat. 607.0401 is "Crabs From Florida, Inc." (the "Corporation").

**SECOND:** The address of the principal office of the Corporation is 720 West King Street, Cocoa, Florida 32922 and the mailing address of the Corporation is c/o Crab Consulting, Inc., Plaza Office Center, 560 Fellowship Road, Suite 102, Mount Laurel, New Jersey 08054.

**THIRD:** The number of shares the Corporation is authorized to issue is 2500 without par value.

**FOURTH:** The street address of the registered office of the Corporation is 1200 S. Pine Island Road, Plantation, Florida 33324 and the name of its initial registered agent at such address is CT Corporation System. A written acceptance of said registered agent as required by Fla. Stat. 607.0501(3) is attached hereto and made a part hereof.

**FIFTH:** The names and addresses of the incorporators are Gilbert G. Zuckerman, c/o Crab Consulting, Inc., Plaza Office Center, 560 Fellowship Road, Suite 102, Mount Laurel, New Jersey 08054 and Thomas S. Dragani, c/o Crab Consulting, Inc., Plaza Office Center, 560 Fellowship Road, Suite 102, Mount Laurel, New Jersey 08054.

**SIXTH:** The first Board of Directors of the Corporation shall consist of four (4) directors, whose names and addresses are Gilbert G. Zuckerman, c/o Crab Consulting, Inc., Plaza Office Center, 560 Fellowship Road, Suite 102, Mount Laurel, New Jersey 08054; Scott M. Zuckerman, c/o Crab Consulting, Inc., Plaza Office Center, 560 Fellowship Road, Suite 102, Mount Laurel, New Jersey 08054; Thomas S. Dragani, c/o Crab Consulting, Inc., Plaza Office Center, 560 Fellowship Road, Suite 102, Mount Laurel, New Jersey 08054; and Vincent J. Dragani, c/o Crab Consulting, Inc., Plaza Office Center, 560 Fellowship Road, Suite 102, Mount Laurel, New Jersey 08054.

**SEVENTH:** One or more or all of the directors may be removed with or without cause by the shareholders by the affirmative vote of the majority of the votes cast by the holders of shares entitled to vote for the election of directors.

**EIGHTH:** The Corporation shall indemnify its officers and directors to the full extent permitted by Fla. Stat. 607.0850, as currently amended or supplemented, or any successor

statute, and to the full extent otherwise permitted by law. Neither the amendment or repeal of this Article EIGHTH, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the protection afforded by this Article EIGHTH to a director or officer of the Corporation in respect to any matter which occurred, or any cause of action, suit or claim which but for this Article EIGHTH would have accrued or arisen, prior to such amendment, repeal or adoption.

NINTH: To the full extent from time to time permitted by the Florida Business Corporation Act, as currently amended or supplemented, or any successor statute, and to the full extent otherwise permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or to any of its shareholders for damages for breach of any duty owed to the Corporation or to its shareholders. Neither the amendment or repeal of this Article NINTH, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article NINTH, shall eliminate or reduce the protection afforded by this Article NINTH to a director or officer of the Corporation in respect to any matter which occurred, or any cause of action, suit or claim which but for this Article NINTH would have accrued or arisen, prior to such amendment, repeal or adoption.

TENTH: No contract or transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at or participates in the meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his, her, or their votes are counted for such purposes if any one of the following is true:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
2. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized, approved or ratified by the Board of Directors, a committee, or the shareholders.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.


ELEVENTH: The Corporation may lend money to, guarantee an obligation of, or

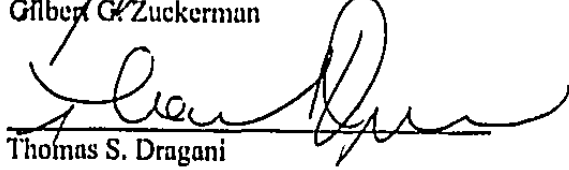
otherwise assist any director, officer, or employee of the Corporation or any subsidiary, whenever, in the judgment of the directors, such loan, guarantee or assistance may reasonably be expected to benefit the Corporation.

TWELFTH: The duration of the Corporation shall be perpetual.

THIRTEENTH: The effective date of these Articles of Incorporation shall be the date of its filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation this 12<sup>th</sup> day of September, 1996.

  
Gilbert G. Zuckerman

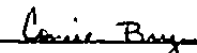
  
Thomas S. Dragani

#### ACCEPTANCE BY REGISTERED AGENT

Pursuant to Fla. Stat. 607.0501(3)

CT Corporation System is familiar with and accept the obligations provided for in Section 607.0505 of the Florida Business Corporation Act.

#### CT CORPORATION SYSTEM

By:   
CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY

N:\EAP\CRABFLA\ARTICLES.INC

FILED  
96 SEP 16 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Document Number Only

P96000076922

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED  
96 OCT -8 AM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

800001967878  
-10/08/96--01100--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Crabs from Florida, Inc.

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                | <input checked="" type="checkbox"/> Amendment   | <input type="checkbox"/> Merger                 |
| <input type="checkbox"/> NonProfit             |   |   |
| <input type="checkbox"/> Limited Liability Co. |   |   |
| <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 Filing |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                    |
| <input type="checkbox"/> Call When Ready       | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30             |
| <input checked="" type="radio"/> Walk In       | <input type="checkbox"/> Will Wait              | <input checked="" type="radio"/> Pick Up        |
| <input type="checkbox"/> Mail Out              |   |   |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

10/08

RECEIVED  
96 OCT -8 PM 12:31  
DIVISION OF CORPORATION

N. HENDRICKS OCT - 8 1996

CR2E031 (1-89)

**ARTICLES OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
CRABS FROM FLORIDA, INC.  
By Vote of Shareholders**

**FILED**  
96 OCT -8 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section. 607.1006 of the Florida Business Corporation Act, the undersigned corporation hereby adopts these Articles of Amendment of the Articles of Incorporation:

1. The name of the corporation is "Crabs From Florida, Inc." (the "Corporation").
2. The Articles of Incorporation are hereby amended to include Article FOURTEENTH, which shall read in its entirety as follows:

FOURTEENTH: A quorum at a meeting of shareholders shall consist of shareholders holding at least sixty percent (60%) of the shares entitled to vote, represented in person or by proxy.

3. The Articles of Incorporation are hereby amended to include Article FIFTEENTH, which shall read in its entirety as follows:

FIFTEENTH: Any action to be authorized by the shareholders of the Corporation, whether required by law or otherwise, including but not limited to the election of directors, shall require the affirmative vote of the holders of at least sixty percent (60%) of the shares entitled to vote thereon.

4. The Articles of Incorporation are hereby amended to include Article SIXTEENTH, which shall read in its entirety as follows:

SIXTEENTH: The Corporation shall hold a special meeting of shareholders if the holders of not less than twenty-five percent (25%) of the shares entitled to vote at the meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

5. All of the amendments set forth above (the "Amendments") were adopted on the 27th day of September, 1996.

6. The Amendments were approved by the unanimous vote of the Shareholders. The number of votes cast for the Amendments was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment  
of the Articles of Incorporation this 27th day of September, 1996.

CRABS FROM FLORIDA, INC.

By: 

Gilbert G. Zuckerman, President

NAEAPCRABFLAVAMEND.ART