

P960000 78208

LAW OFFICES  
ROMANIK LAVIN HUSS & PAOLI  
1001 HARRISON STREET  
HOLLYWOOD, FLORIDA 33020

JOSEPH J. HUSS  
RICHARD A. IVERS\*  
ANITA PAOLI KOTLER  
ANDREW T. LAVIN  
AUGUST C. PAOLI  
DAVID S. ROMANIK

\* ALSO ADMITTED IN NY & CT

PLEASE REPLY TO:  
POST OFFICE BOX 1040  
HOLLYWOOD, FLORIDA 33022  
TELEPHONE (854) 922-4888  
TELEFAX (854) 925-2888

September 16, 1996

1661-0002

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

400001952114  
-09/19/96--01101--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: SEVEN FISH, INC.

Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation and a check in the amount of \$122.50 made payable to the Secretary of State. The check represents:

\$ 35.00

35.00

52.50

\$122.50

Filing Fee

Registered Agent Designation

Certified Copy of Articles

TOTAL

I would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a certified copy of the Articles of Incorporation to the undersigned.

Sincerely yours,

*David S. Romanik*

David S. Romanik

DSR/lw  
Enclosures  
corp.romanik.1

FILED  
96 SEP 19 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SN SEP 20 1996

EFFECTIVE DATE  
Sept 16, 96

ARTICLES OF INCORPORATION  
OF

SEVEN FISH, INC.

FILED  
96 SEP 19 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and files the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is SEVEN FISH, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One (\$1.00) Dollar par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - TERM

This corporation shall commence its existence on September 16, 1996 and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - PRINCIPAL OFFICE; INITIAL REGISTERED OFFICE AND AGENT; MAILING ADDRESS

The street address of the principal office and the initial registered office of this corporation is 1901 Harrison Street, Hollywood, Florida 33020, and the initial registered agent of this corporation is DAVID S. ROMANIK. The mailing address for this corporation is 632 Olivia Street, Key West, Florida 33040.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased by a unanimous vote of the shareholders of the corporation, but in no event shall there be more than three (3) directors. The name and address of the initial directors of this corporation is:

STEVEN W. ROMANIK  
632 Olivia Street  
Key West, Florida 33040

The initial officers of this corporation will be:

President	-	Steven W. Romanik
Secretary	-	Jeffrey S. Pawlowski
Treasurer	-	Jeffrey S. Pawlowski

Officers shall be elected from time to time in the manner set forth in the By-Laws of this corporation.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

DAVID S. ROMANIK  
1901 Harrison Street  
Hollywood, Florida 33020

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI - POSSIBLE CONFLICTS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such

officer or director of such other corporation, or not so interested.

ARTICLE XII - CORPORATE DEBTS

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of September, 1996.

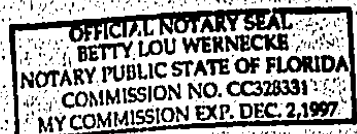
David S. Romanik  
DAVID S. ROMANIK, Subscriber

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID S. ROMANIK, who is known to me or who produced a Florida driver's license as identification, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of September, 1996.

Betty Lou Wernecke  
NOTARY PUBLIC:  
Commission No.:  
My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That SEVEN FISH, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, at 632 Olivia Street, Key West, Florida 33040, has named DAVID S. ROMANIK, located at 1901 Harrison Street, Hollywood, Florida 33020, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named 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 provisions of said Act relative to keeping open said office.

By: \_\_\_\_\_

*David S. Romanik*  
(Resident Agent)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP 19 AM 9:58

FILED

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LAW OFFICES  
**ROMANIK LAVIN HUSS & PAOLI**  
1901 HARRISON STREET  
HOLLYWOOD, FLORIDA 33020

JOSEPH J. HUSS  
RICHARD A. IVERS\*  
ANITA PAOLI KOTLER  
ANDREW T. LAVIN  
SAMUEL A. LEWIS  
AUGUST C. PAOLI  
DAVID S. ROMANIK  
\* ALSO ADMITTED IN NY & CT

PLEASE REPLY TO:  
POST OFFICE BOX 1040  
HOLLYWOOD, FLORIDA 33022  
TELEPHONE (954) 922-4050  
TELEFAX (954) 922-2000  
EMAIL ROMANIK-LAVIN@NETLAW.COM

May 6, 1997

1661-0002

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

000002171350---8  
-05/08/97--01087--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: SEVEN FISH, INC.

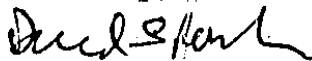
Dear Sir or Madam:

Enclosed please find an original and two copies of the Articles of Dissolution for the above-named corporation and a check in the amount of \$35.00 made payable to the Secretary of State.

I would appreciate your taking the steps necessary to have this corporation dissolved in the State of Florida and returning a conformed copy of the Articles of Dissolution to the undersigned in the enclosed self-addressed, stamped envelope.

If you have any questions regarding the enclosed, please contact me.

Sincerely,



David S. Romanik

DSR/lw  
Enclosures  
corp.romanik.7

FILED  
97 MAY -8 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Vol. diss

VW 5-14-97

ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 607.1403  
OF THE FLORIDA STATUTES

Pursuant to the provisions of §607.1403, Fla.Stat. (1995), the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is SEVEN FISH, INC.
2. Dissolution was authorized on April 21, 1997.
3. No debts of the corporation remain unpaid.
4. The number of shares cast in favor of dissolution was sufficient for approval.

DATED May 1, 1997.

SEVEN FISH, INC.

By:

Steven W. Romanik, President

(CORPORATE SEAL)

SHAREHOLDERS:

STEVEN W. ROMANIK

JEFFREY S. PAWLOWSKI

97 MAY 28 2 31  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF MONROE

I HEREBY CERTIFY that on this 1st day of May, 1997, before me, an officer duly qualified to take acknowledgments, personally appeared Steven W. Romanik, as President of SEVEN FISH, INC., a Florida corporation, who is personally known to me or who produced a driver's license as identification, on behalf of the corporation.

David S. Romanik  
Notary Public:  
Commission No.:  
My Commission Expires:



STATE OF FLORIDA  
COUNTY OF MONROE

I HEREBY CERTIFY that on this 1st day of May, 1997, before me, an officer duly qualified to take acknowledgments, personally appeared STEVEN W. ROMANIK, who is personally known to me or who produced a driver's license as identification.

David S. Romanik  
Notary Public:  
Commission No.:  
My Commission Expires:



STATE OF FLORIDA  
COUNTY OF MONROE

I HEREBY CERTIFY that on this 1st day of May, 1997, before me, an officer duly qualified to take acknowledgments, personally appeared JEFFREY S. PAWLOWSKI, who is personally known to me or who produced a driver's license as identification.

David S. Romanik  
Notary Public:  
Commission No.:  
My Commission Expires:

