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Kopplow & Flynn, P.A.
Attorneys at Law

1950 S.W. 27TH AVENUE
MIAMI, FLORIDA 33145

(305) 444-1641
BROWARD: (305) 525-7855
FAX NO. 567-9238

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 30 PM 1:25

RONALD C. KOPLOW
CHARLES W. FLYNN
JAMES J. SOPER
REBECCA GREER TANNER

September 24, 1996

KEY LARGO
100360 OVERSEAS HIGHWAY
KEY LARGO, FLORIDA 33037
(305) 451-1200 • FAX NO. 451-1256
(305) 248-8848 MIAMI DIRECT LINE

DIVISION OF CORPORATIONS
DEPT. OF STATE
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

ATTN: NEW FILINGS

Re: RESORTS SEAFOOD, INC.

100001960491
-10/01/96--01032--010
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find executed Articles of Incorporation for the above-referenced organization and our check in the sum of \$122.50, made payable to your order. Please register the corporation, have a corporate document number assigned, and return the Certificate with Articles to this office.

If you have any questions, please feel free to contact the undersigned.

Respectfully,

KOPLOW & FLYNN, P.A.

By: 

JAMES J. SOPER, ESQUIRE

JJS/dt
Enclosures (as stated)

D. BROWN OCT - 3 1996

**ARTICLES OF INCORPORATION
OF
RESORTS SEAFOOD, INC.**

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, F.S. Chap. 607, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the incorporation shall be: **RESORTS SEAFOOD, INC.**

The principal place of business of this corporation shall be:

**RESORTS SEAFOOD, INC.
13100 S.W. 69th COURT
MIAMI, FLORIDA 33156**

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITOL STOCK

The aggregate number of shares and its par value that this corporation is authorized to have outstanding at any one time is:

7500 @ 1.00 par value

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V: OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

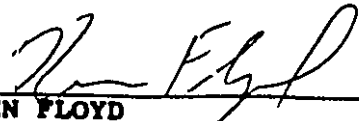
**KEN FLOYD, PRESIDENT AND DIRECTOR
13100 S.W. 69th COURT
MIAMI, FLORIDA 33156**

ARTICLE VI: NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator to this document is:

KEN FLOYD, PRESIDENT AND DIRECTOR
13100 S.W. 69th COURT
MIAMI, FLORIDA 33156
TEL: (305) 256-8348

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

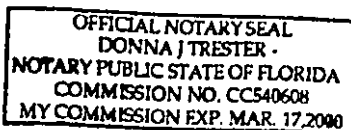

KEN FLOYD

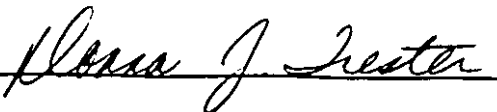
SIGNATURE ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn before me this 27 day of September, 1996, by KEN FLOYD, who is personally known to me, as incorporator for RESORTS SEAFOOD, INC.

NOTARY PUBLIC
State of Florida





My Commission Expires:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Florida Statute §607.0501, 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:

RESORTS SEAFOOD, INC.

2. The name and address of the registered agent and office is (P.O. Box is not acceptable):

**KEN FLOYD
13100 S.W. 69th COURT
MIAMI, FLORIDA 33156**

Signature: 
Corporate officer

Title: President and Director

Date: 9/27/96

Having been named as Registered Agent and to accept service of process for the above-named 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 obligations of my position as Registered Agent.

Signature: 