

997000000081

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No. \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RECEIVED  
DEC 31 PM 4:25  
ICN OF CORPORATION

TX!

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_  
BY John CK No. \_\_\_\_\_

WALK-IN Will Pick Up 12/31 5:00

RE: Pelican Point  
Seaford of Pasco,  
Jr.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		

Name Reservation	3000002043073--9
Annual Report/Reinstatement	01/02/97--01012--023
Reg. Agent Service	***122.50 ***122.50
Document Filing	

Corporate Kit	
Vehicle Search	
Driving Record	
Document Retrieval	

UCC 1 or 3 File	
UCC 11 Search	
UCC 11 Retrieval	
File No.'s. Copies	
Courier Service	
Shipping/Handling	
Phone ( )	
Top Priority	
Express Mail Prep.	
FAX ( )	pgs.

SUBTOTALS \_\_\_\_\_

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days. 18% per Annum

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
PELICAN POINT SEAFOOD OF PASCO, INC.**

FILED  
96 DEC 31 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is **Pelican Point Seafood of Pasco, Inc.**, and its street address is 5929 U.S. 19 South, New Port Richey, Florida 34652.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

The general purpose of this corporation is to prepare and sell seafood and for all other lawful uses and purposes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of \$1.00 per value common stock.

**ARTICLE V - 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/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

**Frazer  
Hubbard  
& Brandt  
& Trask**

Attorneys at Law  
Post Office Box 1178  
595 Main Street  
Dunedin, FL 34698

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 937 Dodecanese Blvd., Tarpon Springs, Florida 34689, and the name of the registered agent of this corporation at that address is Julie A. Russell.

#### **ARTICLE VII - INCORPORATORS**

The names and addresses of the person signing these articles of incorporation are:

Julie A. Russell      626 Eunice Drive  
Tarpon Springs, FL 34689

John C. Russell      626 Eunice Drive  
Tarpon Springs, FL 34689

#### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

#### **ARTICLE IX - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

#### **ARTICLE X - SHAREHOLDER QUORUM AND VOTING**

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS  
WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

**ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida Business Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

**ARTICLE XIV - SHAREHOLDERS' MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

**ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation

shall be managed under the direction of the shareholders of this corporation.

#### **ARTICLE XVI - POWERS**

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

#### **ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE**

Shareholders may participate in special meetings by conference telephone as provided by law.

#### **ARTICLE XVIII - DIVIDENDS**

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

#### **ARTICLE XIX - INDEMNIFICATION**

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

#### **ARTICLE XX - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

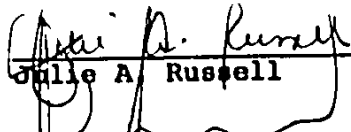
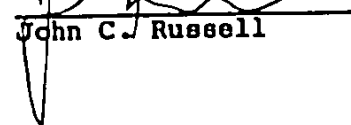
#### **ARTICLE XXI - TAX ELECTIONS**

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law, including but not limited to:

1. Qualified pension or profit-sharing plan;

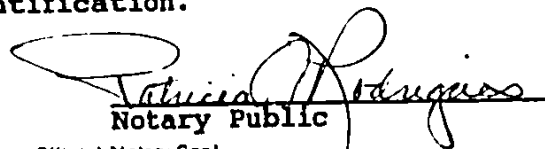
2. Election as a subchapter-S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement, whether qualified or not;
5. Corporation medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27 day of December, 1996.

  
Julie A. Russell  
  
John C. Russell

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27 day of December, 1996, by JULIE A. RUSSELL, who is personally known to me or who has produced personally known as identification.

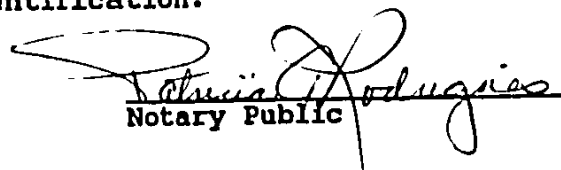
  
Notary Public

My Commission Expires:

Official Notary Seal  
Patricia A. Rodrigues  
Notary Public State of Florida  
Commission #CC 432875  
My Commission Expires January 10, 1999

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27 day of December, 1996, by JOHN A. RUSSELL, who is personally known to me or who has produced personally known as identification.

  
Notary Public

My Commission Expires:

Official Notary Seal  
Patricia A. Rodrigues  
Notary Public State of Florida  
Commission #CC 432875  
My Commission Expires January 10, 1999

**Frazer  
Hubbard  
& Brandt  
& Trask**

Attorneys at Law  
Post Office Box 1178  
595 Main Street  
Lauderhill, FL 33098

FILED  
96 DEC 31 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE**

DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED: Pelican Point Seafood of Pasco, Inc.  
desiring to organize or qualify under the laws of the State of  
Florida, with the principal place of business at 5929 U.S. 19  
South in the City of New Port Richey, Florida 34652, has named  
Julie A. Russell as its resident agent to accept service of  
process within Florida.

Signature: Julie A. Russell  
Title: \_\_\_\_\_  
Date: December 27, 1996

**ACCEPTANCE BY AGENT**

Having been named to accept service of process for the  
above-stated corporation, at the place designated in the  
certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.

Signature: Julie A. Russell  
Date: December 27, 1996

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