

10/23/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: ISLAND SEAFOOD MARKET AND EATERY, INC.

AUDIT NUMBER.....H97000017689

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

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ARTICLES OF INCORPORATION

OF

ISLAND SEAFOOD MARKET AND EATERY, INC.,

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I- NAME

The name of this Corporation is ISLAND SEAFOOD MARKET AND EATERY, INC.,

ARTICLE II- DURATION

The period of its duration is perpetual.

ARTICLE III- PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and State of Florida. In particular to buy, sell, prepare and serve raw and cooked seafood and non-seafood to the public. To buy, sell, manufacture, repair, hire, provide services, patent, trademark, franchise, export or deal in all kinds of articles and things in any such business.

John P. Joseph, Esq.
9407 Sterling Dr.
Miami, Fl 33057
(305) 234-4889
FBN#607274

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TALLAHASSEE, FLORIDA

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ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of stock having a par value of one cent (\$.01) per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the Directors of the corporation. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property determined by the Directors of the corporation. Stock in other corporations or established businesses may be purchased by the Corporation, in return for the issuance of it's capital stock, and said purchases shall be made by the Directors of the company.

ARTICLE V

STREET ADDRESS OF CORPORATION'S PRINCIPAL OFFICE , AND NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The street address of the corporation's principal office is:

11711 Overseas Highway
Marathon, Florida 33050

The name and address of the initial registered agent of this corporation is as follows:

John P. Joseph, Esquire
19701 SW 127th Avenue
Miami, Florida 33177

ARTICLE VI- MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by and 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 VII- INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation are:

Kurt G. Joseph
P.O. Box 510851
Key Colony Beach, Florida 33051

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ARTICLE VIII- INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX- INFORMAL ACTION OF SHAREHOLDERS

If the required majority of the shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Shareholders.

ARTICLE X- BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws. The name and address of the initial directors are:

Kurt G. Joseph
P.O. Box 510-851
Key Colony Beach, FL 33051

ARTICLE XI- AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of October A.D. 1997.


KURT G. JOSEPH
Incorporator

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STATE OF FLORIDA
COUNTY OF MONROE

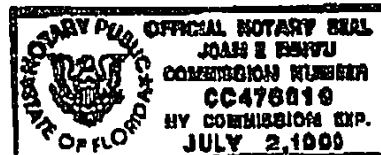
ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 20th day of October, 1997 by KURT G. JOSEPH Incorporator of ISLAND SEAFOOD MARKET AND EATERY, INC., on behalf of the Corporation. He is personally known to me _____ or have produced DL 3216-557-14 as identification and did ✓ or did not _____ take an oath. He executed the foregoing Articles of Incorporation freely and of his own free will without any duress whatsoever.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 20th day of October A.D. 1997.

Joan E. Rinyi
Notary Public, State of FL

MY COMMISSION EXPIRES:



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of Chapter 607 of the Florida Statutes, in particular section 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 ISLAND SEAFOOD MARKET AND EATERY, INC.,
2. The name and address of the registered agent and office is: JOHN P. JOSEPH, ESQUIRE 19701 SW 127TH AVENUE MIAMI, FL 33177

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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


JOHN P. JOSEPH, ESQUIRE
REGISTERED AGENT

DATE: 10-14-1997

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CERTIFICATE OF DESIGNATION

DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED. IN COMPLIANCE WITH THE FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:

THAT ISLAND SEAFOOD MARKET AND EATERY, INC., DESIRING TO
ORGANIZE AND OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
MARATHON, FLORIDA, HAS NAMED JOHN P. JOSEPH, ESQUIRE
LOCATED AT 19701 SW 127TH AVENUE MIAMI, FL 33177 AS ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


JOHN P. JOSEPH, ESQUIRE
Registered Agent

Dated 10-14-1997

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