



ACCOUNT NO. : 072100000032

REFERENCE : 740598 149778A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 13, 1998

ORDER TIME : 12:54 PM

ORDER NO. : 740598-005

CUSTOMER NO: 149778A

CUSTOMER: Robert T. Smallwood II, Esq
ROBERT T. SMALLWOOD II, ESQ

Suite B8
1715 Stickney Point Road
Sarasota, FL 34231

DOMESTIC FILING

NAME: FISH TALES SEAFOOD OF
SARASOTA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

2557-611
W98-5099

500002457075-1
-03/13/98--01087--027
****122.50 ****122.50

DIVISION OF CORPORATION

98 MAR 13 PM 2:41

RECEIVED

98 MAR 13 PM 3:16

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

cf 3/16/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 PM 3:17

March 13, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: FISH TALES SEAFOOD OF SARASOTA, INC.
Ref. Number: W98000005699

We have received your document for FISH TALES SEAFOOD OF SARASOTA, INC.. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 098A00013865

98 MAR 16 PM 2:38
DIVISION OF CORPORATIONS

RECEIVED

EFFECTIVE DATE

3/9/98

**Articles of Incorporation
of
Fish Tales Seafood of Sarasota, Inc.**

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DIVISION OF CORPORATIONS
98 MAR 13 PM 3:17

Article I. Name and Address

The name of this corporation is Fish Tales Seafood of Sarasota, Inc.. The address of the corporation and the principal office of this corporation is 6551 Gateway Drive, Sarasota, FL 34231.

Article II. Duration

This corporation shall exist perpetually, commencing 5 days prior to the date of filing of these articles.

Article III. Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV. Capital Stock

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

Article V. Preemptive Rights

Every shareholder, upon the sale for cash of any authorized and unissued stock but not treasury 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 (as nearly as may be done without issuance of

fractional shares) at the price at which it is offered to others.

Article VI. Initial Registered Agent and Office

The street address of the initial registered agent of this corporation is 1715 Stickney Point Road, Sarasota, FL 34231 and the name of the initial registered agent of this corporation at that address is Robert T. Smallwood II, P.A..

Article VII. Board of Directors

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

Article VIII. Initial Director

The names of the initial directors of this Corporation and their street addresses are:

Michael Larsen, 401 South Palm Avenue, Apt 7, Sarasota, FL 34236.

Daniela Larsen, 401 South Palm Avenue, Apt 7, Sarasota, FL 34236.

Article IX. Incorporator

The names and addresses of the persons signing these articles is, Michael Larsen and Daniela Larsen, 401 South Palm Avenue, Apt 7, Sarasota, FL 34236.

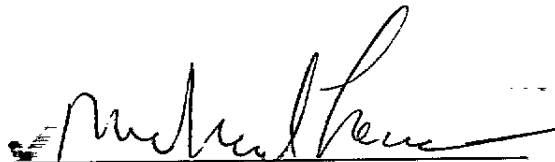
Article X. Indemnification

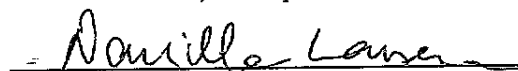
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XI. Amendment

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

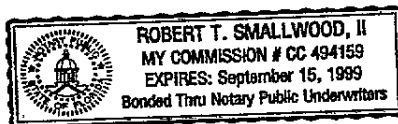
IN WITNESS WHEREOF the undersigned subscriber has executed the articles of incorporation on March 11, 1998

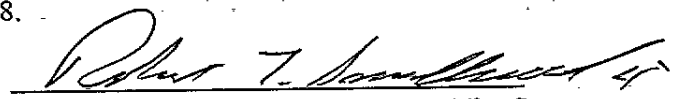

Michael Larsen, Incorporator


Daniela Larsen, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public, personally appeared Michael Larsen and Daniela Larsen, who is personally known to me or who produced a drivers license as identification (circle one), and who executed the foregoing Articles of Incorporation, and Acknowledged before me that they, subscribed to these Articles of Incorporation on March 12, 1998.





Robert T. Smallwood II, Notary Public, State
of Florida
My Commission Expires:
(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Fish Tales Seafood of Sarasota, Inc., at the place designated in the Articles of Incorporation, Robert T. Smallwood II, P.A., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office. I am familiar with and accept the obligations of the position of registered agent.

Dated: March 12, 1998.


Robert T. Smallwood II, P.A., Registered Agent

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